

Kingfisher International Holdings Limited

Report and Accounts

3 February 2001



Registration number 2558762

Kingfisher International Holdings Limited
Report and accounts
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Kingfisher International Holdings Limited
Directors and officers

DIRECTORS

H.M. Jones

P.E. Rowley (resigned 29 January 2001)

H. Weir (appointed 29 January 2001)

SECRETARY

M.H. Stokes

REGISTERED OFFICE

North West House

119 Marylebone Road

London NW1 5PX

AUDITORS

PricewaterhouseCoopers

1 Embankment Place

London WC2N 6RH

Kingfisher International Holdings Limited

Directors' report

The directors present their report and financial statements for the year ended 3 February 2001.

Principal activities and review of the business

The Company operates as an investment company whose subsidiaries are incorporated outside the United Kingdom and intends to continue to do so for the foreseeable future.

Results and dividends

The profit for the year, after taxation, amounted to £1,522k (2000:£1,675k). The directors do not recommend the payment of a dividend for the financial year (2000:£nil). The retained profits for the year of £1,522k (2000:£1,675k) have been transferred to reserves.

During the year, the Company received dividends of £2,033k from Kingfisher BV (2000:£1,827k).

Elective Resolution

On 2 December 1991 the Company passed an elective resolution whereby it would dispense with the holding of an annual general meeting until the election was revoked. Further elective resolutions were passed at the same time that the Company would dispense with :

- a) the laying of the annual report and financial statements before the Company in general meeting and
- b) the requirement to reappoint annually the auditors of the Company in general meeting.

Directors and directors' interests

The directors of the Company, who served during the financial year, are:

P.E. Rowley (resigned 29 January 2001)

H.M. Jones

H. Weir (appointed 29 January 2001)

None of the directors has any beneficial interest in the shares of the Company. The interests of H. Weir in the share capital of the ultimate holding company, Kingfisher plc, at the end of the year are shown in the financial statements of that company.

The other director had the following interest in 12.5p Ordinary shares of Kingfisher plc:

	As at 30 Jan 2000	As at 3 Feb 2001
H.M. Jones	12,907	15,711

Kingfisher International Holdings Limited
Directors' report

Options for 12.5p Ordinary shares in Kingfisher plc :

	As at 30 Jan 2000	Options Granted	Options Exercised	As at 3 Feb 2001
H.M. Jones	57,931	59,516	(2,804)	114,643

The market price of Kingfisher plc shares at 3 February 2001 was 480p and the range during the year was 353.75p to 630p. The options were exercised on 1 August 2000 at an exercise price of 184.5p. The market price of the shares on this date was 545p.

GOING CONCERN

The directors confirm that, after making enquiries, they have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing these accounts.



M.H. Stokes
Secretary
24 May 2001

Kingfisher International Holdings Limited
Statement of directors' responsibilities

The following statement is made with a view to distinguishing for shareholders the respective responsibilities of the directors and the auditors in relation to the financial statements.

The directors are required by Company law to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit for the year to that date. In preparing the financial statements the Directors are required:

To ensure that the Company keeps accounting records which disclose with reasonable accuracy at any time the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

To take such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

To apply suitable accounting policies in a consistent manner and supported by reasonable and prudent judgements and estimates where necessary.

To comply with all applicable accounting standards (except where any departures from this requirement are explained in the Notes to the Financial Statements).

To prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the Company will continue in business.

Kingfisher International Holdings Limited

Auditors' report to the members of Kingfisher International Holdings Limited

We have audited the accounts on pages 6 to 11.

Respective responsibilities of directors and auditors

The Directors are responsible for preparing the Annual Report. As described on page 4, this includes responsibility for preparing financial statements, in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the United Kingdom Companies Act. We also report to you if, in our opinion, the director's report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 3 February 2001 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers
Chartered Accountants and
Registered Auditors

London

24 May 2001

Kingfisher International Holdings Limited
Profit and Loss Account
for the year ended 3 February 2001

	Notes	2001 £000	2000 £000
Income from investments	5	2,033	1,827
Profit on ordinary activities before taxation	4	<u>2,033</u>	<u>1,827</u>
Taxation on profit on ordinary activities	6	(511)	(152)
Profit on ordinary activities after taxation		<u>1,522</u>	<u>1,675</u>
Dividends payable		-	-
Retained profit for the year	12	<u>1,522</u>	<u>1,675</u>

The result for the year arises solely from continuing operations.

The company has no recognised gains and losses other than the profit above and therefore no separate statement of total recognised gains and losses has been prepared.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above and their historical cost equivalents.

Kingfisher International Holdings Limited
Balance Sheet
as at 3 February 2001

	Notes	2001 £000	2000 £000
Fixed assets			
Investments	7	19,373	19,373
Current assets			
Debtors	8	8,721	10,075
Creditors: amounts falling due within one year	9	<u>(5,389)</u>	<u>(8,170)</u>
Net current assets		3,332	1,905
Provisions for liabilities and charges	10	(531)	(626)
Net assets		<u>22,174</u>	<u>20,652</u>
Capital and reserves			
Called up share capital	11	1,784	1,784
Profit and loss account	12	20,390	18,868
Equity Shareholders' funds:	13	<u>22,174</u>	<u>20,652</u>

The financial statements on pages 6 to 11 were approved by the Board of Directors and were signed on its behalf by:-

H. Weir
 Director
 24 May 2001



Kingfisher International Holdings Limited
Notes to the Accounts
at 3 February 2001

1 Accounting policies

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards. The financial statements are made up to the nearest Saturday to 31 January, so as to coincide with its ultimate holding company.

The Company's ultimate holding company is Kingfisher plc and the cashflows of the Company are shown in the consolidated Group Cashflow Statement of Kingfisher plc, which is publicly available. Consequently the Company is exempt under the terms of Financial Reporting Standard No.1 from publishing a cashflow statement.

The Company is exempt under Section 228 of the Companies Act 1985 from publishing consolidated financial statements as it and its subsidiary are included by full consolidation in the consolidated financial statements of its ultimate parent, Kingfisher plc which is registered in England and Wales.

Provision is made for deferred taxation, using the liability method, on all material timing differences to the extent that it is probable that the liability or asset will crystallise.

Monetary assets and liabilities denominated in foreign currencies which are held at the balance sheet date are converted into sterling at the year end exchange rates. All exchange differences on monetary items are taken into the profit and loss account. This treatment is required by SSAP20 in order to give a true and fair view of the Company's results. Compliance with SSAP20 overrides Schedule 4 Paragraph 12 of the Companies Act 1985 which states that only profits realised at the balance sheet date should be included in the profit and loss account.

Fixed asset investments are stated at cost except when there has been a permanent diminution in their value when they are stated at net realisable value.

Dividend income is recognised on receipt.

2 Employees

The Company had no employees during the financial year (2000:nil).

3 Directors' remuneration

None of the directors of the Company received any remuneration from the Company in respect of the financial year ended 3 February 2001 (2000:£nil)

4 Profit on ordinary activities before taxation

Auditors' remuneration is borne by the parent company.

Kingfisher International Holdings Limited
Notes to the Accounts
at 3 February 2001

5 Income from investments	2001 £000	2000 £000
Dividend received from subsidiary undertakings	<u>2,033</u>	<u>1,827</u>

6 Tax on profit on ordinary activities	2001 £000	2000 £000
Current tax on profits of the period at 30% (2000: 30.16%)	684	763
Adjustments in respect of prior periods	<u>169</u>	<u>-</u>
	853	763
Double taxation relief	<u>(247)</u>	<u>(357)</u>
	606	406
Deferred taxation released (note 10)	<u>(95)</u>	<u>(254)</u>
	<u>511</u>	<u>152</u>

7 Investments

	Investments in group undertakings £000
Cost	
At 30 January 2000	<u>19,373</u>
At 3 February 2001	<u>19,373</u>

The Company holds the entire issued share capital of Kingfisher BV, an investment holding company incorporated and operating in the Netherlands.

The Company also holds the entire issued capital of Tanmin Limited, a holding company incorporated in Jersey, Channel Islands.

8 Debtors: amounts falling due within one year	2001 £000	2000 £000
Amounts due from group undertakings	<u>8,721</u>	<u>10,075</u>

9 Creditors: amounts falling due within one year	2001 £000	2000 £000
Amounts owed to parent undertaking	5,140	7,911
Corporation tax	249	259
	<u>5,389</u>	<u>8,170</u>

Kingfisher International Holdings Limited
Notes to the Accounts
at 3 February 2001

10 Provisions for liabilities and charges	2001	2000
	£000	£000
Deferred taxation:		
At start of year	626	880
Released during the year	(95)	(254)
At end of year	<u>531</u>	<u>626</u>

The deferred taxation provision is in respect of overseas tax on planned future remittances of the accumulated reserves of overseas subsidiary undertakings. There is no difference between the amount provided and the total potential liability.

11 Share capital	2001	2000
	£'000	£'000
Authorised:		
2,000,000 ordinary shares of £1 each	<u>2,000</u>	<u>2,000</u>
	£'000	£'000
Allotted and fully paid:		
1,783,561 ordinary shares of £1 each	<u>1,784</u>	<u>1,784</u>

12 Profit and loss account	2001	2000
	£000	£000
At start of year	18,868	17,193
Retained profit for the financial year	1,522	1,675
At end of year	<u>20,390</u>	<u>18,868</u>

Kingfisher International Holdings Limited
Notes to the Accounts
at 3 February 2001

13 Reconciliation of movements in shareholders' funds

	2001	2000
	£000	£000
Retained profit for the financial year	1,522	1,675
Net addition to shareholders' funds	1,522	1,675
Opening shareholders' funds	20,652	18,977
Closing shareholders' funds	22,174	20,652

14 Ultimate holding company

The Company's immediate parent is Zeus Land Investments Limited, which is registered in England and Wales.

The ultimate parent company is Kingfisher plc, which is registered in England and Wales. Copies of the annual report and financial statements of Kingfisher plc can be obtained from The Secretary, Kingfisher plc, North West House, 119 Marylebone Road, London NW1 5PX.