

Company Registration No. 04825861 (England and Wales)

**MARCUS EVANS (ANZ) LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 SEPTEMBER 2005**



# MARCUS EVANS (ANZ) LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	D B Cooper J Shaul	(Appointed 19 July 2006)
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<b>Secretary</b>	I S Milne
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<b>Company number</b>	04825861
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<b>Registered office</b>	11 Connaught Place London W2 2ET
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<b>Auditors</b>	MRI Moores Rowland LLP 3 Sheldon Square London W2 6PS
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# MARCUS EVANS (ANZ) LIMITED

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# MARCUS EVANS (ANZ) LIMITED

## DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2005

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The directors present their report and financial statements for the year ended 30 September 2005.

### Principal activities

The principal activity of the company is that of management and organisation of conferences.

### Directors

The following directors have held office since 8 July 2003.

D B Cooper

J Shaul

(Appointed 19 July 2006)

### Directors' interests

The directors had no interests in the issued share capital of the company.

### Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that MRI Moores Rowland LLP be reappointed as auditors of the company will be put to the Annual General Meeting.

### Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

By order of the board



I S Milne

Secretary

30/10/06

# MARCUS EVANS (ANZ) LIMITED

## INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MARCUS EVANS (ANZ) LIMITED

We have audited the financial statements of Marcus Evans (ANZ) Limited for the year ended 30 September 2005 set out on pages 4 to 13. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of the directors and auditors**

As described in the statement of directors' responsibilities on page 1 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards. Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 Companies Act 1985. We also report to you if, in our opinion, the directors' 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 with the company is not disclosed. We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

### **Basis of audit opinion**

We conducted our audit in accordance with United Kingdom 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 financial statements 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.

### **Going concern**

In forming our opinion, we have considered the adequacy of the disclosures made in note 1.8 of the financial statements concerning the uncertainty as to the continuing availability of the financial support provided by the ultimate parent undertaking. In view of the significance of this uncertainty we consider that it should be drawn to your attention but our opinion is not qualified in this respect.

# MARCUS EVANS (ANZ) LIMITED

## INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE SHAREHOLDERS OF MARCUS EVANS (ANZ) LIMITED

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### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 September 2005 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*MRI Moores Rowland LLP*  
MRI Moores Rowland LLP

*30/10/06*

Chartered Accountants  
Registered Auditor

3 Sheldon Square  
London  
W2 6PS

# MARCUS EVANS (ANZ) LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 2005

	Notes	2005 £	2004 £
Turnover	2	3,141,716	229,582
Cost of sales		(2,046,747)	(399,568)
<b>Gross profit/(loss)</b>		1,094,969	(169,986)
Administrative expenses		(1,297,277)	(150,289)
<b>Operating loss</b>	3	(202,308)	(320,275)
Other interest receivable and similar income	4	17,087	-
<b>Loss on ordinary activities before taxation</b>		(185,221)	(320,275)
Tax on loss on ordinary activities	5	-	-
<b>Loss on ordinary activities after taxation</b>	11	(185,221)	(320,275)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

# MARCUS EVANS (ANZ) LIMITED

## STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 30 SEPTEMBER 2005

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	Notes	2005 £	2004 £
Loss for the financial year		(185,221)	(320,275)
Currency translation differences on brought forward profit and loss reserves		(25,121)	-
Total recognised gains and losses relating to the year		<u>(210,342)</u>	<u>(320,275)</u>



# MARCUS EVANS (ANZ) LIMITED

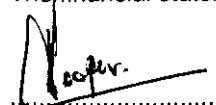
## BALANCE SHEET

AS AT 30 SEPTEMBER 2005

	Notes	2005 £	£	2004 £	£
<b>Fixed assets</b>					
Tangible assets	6	50,807		-	
Investments	7	43		-	
		<u>50,850</u>		<u>-</u>	
<b>Current assets</b>					
Debtors	8	915,084		76,967	
Cash at bank and in hand		94,791		254,412	
		<u>1,009,875</u>		<u>331,379</u>	
<b>Creditors: amounts falling due within one year</b>	9	<u>(1,591,341)</u>		<u>(651,653)</u>	
<b>Net current liabilities</b>			<u>(581,466)</u>		<u>(320,274)</u>
<b>Total assets less current liabilities</b>			<u>(530,616)</u>		<u>(320,274)</u>
<b>Capital and reserves</b>					
Called up share capital	10		1		1
Profit and loss account	11		<u>(530,617)</u>		<u>(320,275)</u>
<b>Shareholders' funds - equity interests</b>	12		<u>(530,616)</u>		<u>(320,274)</u>

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The financial statements were approved by the Board on 30/10/06.



D B Cooper  
Director

# MARCUS EVANS (ANZ) LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2005

	£	2005 £	£	2004 £
<b>Net cash (outflow)/inflow from operating activities</b>		(116,035)		254,411
<b>Returns on investments and servicing of finance</b>				
Interest received	17,087		-	
<b>Net cash inflow for returns on investments and servicing of finance</b>		17,087		-
<b>Capital expenditure and financial investment</b>				
Payments to acquire tangible assets	(60,630)		-	
Payments to acquire investments	(43)		-	
<b>Net cash outflow for capital expenditure</b>		(60,673)		-
<b>Net cash (outflow)/inflow before management of liquid resources and financing</b>		(159,621)		254,411
<b>Financing</b>				
Issue of ordinary share capital	-		1	
<b>Net cash inflow from financing</b>		-		1
<b>(Decrease)/increase in cash in the year</b>		(159,621)		254,412

# MARCUS EVANS (ANZ) LIMITED

## NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2005

1	Reconciliation of operating loss to net cash (outflow)/inflow from operating activities		2005	2004	
			£	£	
	Operating loss		(202,308)	(320,275)	
	Depreciation of tangible assets		9,823	-	
	Increase in debtors		(838,117)	(76,967)	
	Increase in creditors within one year		939,688	651,653	
	Net effect of foreign exchange differences		(25,121)	-	
	Net cash (outflow)/inflow from operating activities		(116,035)	254,411	
2	Analysis of net funds	1 October 2004	Cash flow	Other non-cash changes	30 September 2005
		£	£	£	£
	Net cash:				
	Cash at bank and in hand	254,412	(159,621)	-	94,791
	Net funds	254,412	(159,621)	-	94,791
3	Reconciliation of net cash flow to movement in net funds		2005	2004	
			£	£	
	(Decrease)/increase in cash in the year		(159,621)	254,412	
	Movement in net funds in the year		(159,621)	254,412	
	Opening net funds		254,412	-	
	Closing net funds		94,791	254,412	

# MARCUS EVANS (ANZ) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2005

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### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

The accounting records of this company are maintained in Australian Dollars and translated into Sterling for statutory financial statement purposes.

#### 1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

#### 1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Fixtures, fittings & equipment 20%-33%

#### 1.4 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

#### 1.5 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

#### 1.6 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes.

#### 1.7 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences arising from transactions denominated in currencies other than Australian Dollars are taken to profit and loss account.

#### 1.8 Going concern

The financial statements have been prepared on the going concern basis. This is considered appropriate as the shareholders will continue to provide financial support to the company for the foreseeable future. Should the company be unable to continue trading, adjustments would have to be made to reduce the value of assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify fixed assets as current assets.

### 2 Turnover

In the opinion of the directors, geographical analysis of the turnover of the company would be seriously prejudicial to the interests of the entity.

# MARCUS EVANS (ANZ) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2005

3	Operating loss	2005 £	2004 £
	Operating loss is stated after charging:		
	Depreciation of tangible assets	9,823	-
	Loss on foreign exchange transactions	15,560	807
	Operating lease rentals	245,566	24,785
	Auditors' remuneration	15,962	3,499
		<u>          </u>	<u>          </u>

4	Investment income	2005 £	2004 £
	Bank interest	17,087	-
		<u>          </u>	<u>          </u>

### 5 Taxation

Due to losses incurred during the period there is no charge to corporation tax.

### 6 Tangible fixed assets

	Plant and machinery etc £
<b>Cost</b>	
At 1 October 2004	-
Additions	60,630
	<u>          </u>
At 30 September 2005	60,630
	<u>          </u>
<b>Depreciation</b>	
At 1 October 2004	-
Charge for the year	9,823
	<u>          </u>
At 30 September 2005	9,823
	<u>          </u>
<b>Net book value</b>	
At 30 September 2005	50,807
	<u>          </u>

# MARCUS EVANS (ANZ) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2005

### 7 Fixed asset investments

	Unlisted investments £
<b>Cost</b>	
At 1 October 2004	-
Group transfers	43
	<hr/>
At 30 September 2005	43
<b>Net book value</b>	
At 30 September 2005	43
	<hr/> <hr/>

The above investment addition represents the entire issued share capital of Marcus Evans (Australia) Pty Ltd, a dormant company incorporated in Australia, transferred to this company as part of a group reconstruction.

8 Debtors	2005 £	2004 £
Trade debtors	111,126	35,389
Amounts owed by group undertakings	642,110	-
Other debtors	161,848	41,578
	<hr/>	<hr/>
	915,084	76,967
	<hr/> <hr/>	<hr/> <hr/>

9 Creditors: amounts falling due within one year	2005 £	2004 £
Trade creditors	95,800	48,214
Amounts owed to group undertakings	440,482	187,211
Taxation and social security	431,799	21,103
Other creditors	623,260	395,125
	<hr/>	<hr/>
	1,591,341	651,653
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# MARCUS EVANS (ANZ) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2005

<b>10 Share capital</b>	<b>2005</b>	<b>2004</b>
	<b>£</b>	<b>£</b>
<b>Authorised</b>		
1,000 Ordinary Shares of £1 each	1,000	1,000
<b>Allotted, called up and fully paid</b>		
1 Ordinary Shares of £1 each	1	1
<b>11 Statement of movements on profit and loss account</b>		<b>Profit and loss account</b>
		<b>£</b>
Balance at 1 October 2004		(320,275)
Retained loss for the year		(185,221)
Foreign currency translation differences		(25,121)
Balance at 30 September 2005		(530,617)
<b>12 Reconciliation of movements in shareholders' funds</b>	<b>2005</b>	<b>2004</b>
	<b>£</b>	<b>£</b>
Loss for the financial year	(185,221)	(320,275)
Other recognised gains and losses	(25,121)	-
Proceeds from issue of shares	-	1
Net depletion in shareholders' funds	(210,342)	(320,274)
Opening shareholders' funds	(320,274)	-
Closing shareholders' funds	(530,616)	(320,274)

### 13 Control

The company's parent undertaking and immediate controlling party at the balance sheet date continued to be Marcus Evans Limited, a company registered in Bermuda.

The ultimate parent company continued to be Marcus Evans Investments Limited, a company registered in Bermuda.

The ultimate controlling party continued to be Mr M P B Evans by virtue of his interest in the entire issued share capital of Marcus Evans Investments Limited.

# MARCUS EVANS (ANZ) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2005

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### 14 Related party transactions

The company is part of an international network of companies, under common ownership and control of Mr M P B Evans, organising corporate hospitality and conference services.

Included in debtors is £642,110 (2004: £nil) due from related group undertakings.

Included in creditors is £440,482 (2004: £187,211) due to related group undertakings.

The balances represent the transfer of funds between entities required to finance the trading activities, and the recharge of costs from other group companies of £536,383 (2004 - £nil)