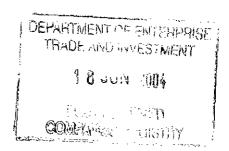


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WESTLAND HORTICULTURE LIMITED REPORT AND ACCOUNTS FOR THE YEAR ENDED 31 AUGUST 2003



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<u>WESTLAND HORTICULTURE LIMITED</u> DIRECTORS' <u>REPORT</u>

The directors present their annual report on the affairs of the company together with the accounts and auditors' report for the year ended 31 August 2003.

STATEMENT OF 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 to enable them to ensure that the financial statements comply with the Companies (Northern Ireland) Order 1986. 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.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company is the processing and distribution of products for the gardening and professional horticultural markets. The company made a profit after taxation of £2,159,225 for the year ended 31 August 2003.

RESULTS AND DIVIDENDS	<u>2003</u> €	2002 £
Retained profit at 31 August 2002 Profit for the year	9,992,573 2,159,225	7,995,006 2,237,721
Dividends	12,151,798 (219,650)	10,232,727 (240,154)
Retained profit at 31 August 2003	11,932,148	9,992,573

DIRECTORS AND THEIR INTERESTS

The directors who served together with their interests in the shares of the company were:

	Ordinary Shares of £1 Each 31 August	
	<u>2003</u>	<u>2002</u>
E. J. Conroy	4,000	4,000
R. H. Lavery	4,000	4,000
J. B. McVeigh	2,000	2,000
S. McGrane	-	-
J Robinson (appointed 23 May 2003)	-	-
	10,000	10,000
		=====

S. McGrane resigned as a director of the company on 20 December 2002.

FIXED ASSETS

Information relating to changes in tangible fixed assets is given in Note 8 to the accounts.

AUDITORS

The directors will place a resolution before the annual general meeting to reappoint McKeague Morgan & Company as auditors for the ensuing year.

BY ORDER OF THE BOARD

SECRETARY

61 Malone Road BELFAST

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WESTLAND HORTICULTURE LIMITED FOR THE YEAR ENDED 31 AUGUST 2003

We have audited the financial statements of Westland Horticulture Limited for the year ended 31 August 2003 on pages 5 to 21 which 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 243 of the Companies (NI) Order 1986. 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 auditor's 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 DIRECTORS AND AUDITORS

As described in the Statement of Directors' Responsibilities 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 (Northern Ireland) Order 1986. 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 information and explanations we require for our audit, or if the information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We have read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

BASIS OF 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 financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluate 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 31 August 2003 and its profit for the year then ended and have been properly prepared in accordance with the Companies (Northern Ireland) Order 1986.

Mike Ju May + Co.

CHARTERED ACCOUNTANTS AND REGISTERED AUDITORS

BELFAST

16/6/04

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 AUGUST 2003

	<u>Notes</u>	<u>2003</u> £	2002 £
TURNOVER - Continuing Operations	1(d)	37,432,351	32,622,713
Cost of sales		(25,806,302)	(22,312,037)
GROSS PROFIT - Continuing Operations Net operating expenses	2	11,626,049 (8,370,718)	10,310,676 (6,896,132)
OPERATING PROFIT - Continuing Operations		3,255,331	3,414,544
Interest payable and similar charges	3	(233,631)	(229,289)
Interest receivable and similar income	4	12,328	15,141
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	5	3,034,028	3,200,396
Tax on profit on ordinary activities	1(e) + 7	(874,803)	(962,675)
PROFIT FOR THE FINANCIAL YEAR		2,159,225	2,237,721
RETAINED PROFIT AT 1 SEPTEMBER 2002		9,992,573	7,995,006
Dividends	16	(219,650)	(240,154)
RETAINED PROFIT AT 31 AUGUST 2003		11,932,148	9,992,573

There were no recognised gains or losses other than the profit for the period 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 historic cost equivalents.

The accompanying notes are an integral part of this profit and loss account.

BALANCE SHEET AS AT 31 AUGUST 2003

	<u>Notes</u>	<u>2003</u> £	2002 £
FIXED ASSETS			
Tangible assets	1(b) + 8	7,494,307	8,292,291
Investments	8	76,475	76,475
		7,570,782	8,368,766
CURRENT ASSETS			
Stocks	1(c) + 9	3,568,629	3,724,385
Debtors	10	6,612,567	9,519,461
Bank and cash		4,301,610	1,620,700
		14,482,806	14,864,546
CREDITORS: Amounts falling due			
within one year	11	8,845,638	11,521,408
NET CURRENT ASSETS		5,637,168	3,343,138
TOTAL ASSETS LESS			
CURRENT LIABILITIES		13,207,950	11,711,904
CREDITORS: Amounts falling due			
after more than one year	12	291,665	541,665
PROVISIONS FOR LIABILITIES			
AND DEFERRED INCOME	13	974,137	1 167 666
AND DEFERRED INCOME	13	9/4,13/	1,167,666
NET ASSETS		11,942,148	10,002,573
CAPITAL AND RESERVES			=======
Called up share capital	14	10,000	10,000
Profit and loss account		11,932,148	9,992,573
SHAREHOLDERS' EQUITY		11,942,148	10,002,573
SIMMONDING DYON		=======	10,002,373

SIGNED ON BEHALF OF THE BOARD ON 16 June 2004

DIRECTOR

The accompanying notes are an integral part of this balance sheet.

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 AUGUST 2003

	<u>Notes</u>	<u>2003</u> ₤	<u>2002</u> £
Net Cash Inflow from Operating Activities	1	8,118,592	(1,038,836)
Returns on Investments and Servicing of Finance			
Interest received Interest paid Interest paid on hire purchase obligations Dividends received Other interest paid		11,232 (189,413) (30,317) 1,096 (13,901)	13,367 (199,921) (29,368) 1,774
		(221,303)	(214,148)
Taxation	·	(1,231,315)	(611,360)
Capital Expenditure and Financial Investment Receipts from sale of tangible fixed assets Receipt of Government grants Payments to acquire tangible fixed assets	nt	1,850 - (745,197)	105,108 16,800 (2,886,688)
		(743,347)	(2,764,780)
Equity dividends paid		(69,650)	(240,154)
Net Cash (Outflow)/Inflow before Manageme of Liquid Resources and Financing Repayment of loans Repayment of capital element of hire	ent	(75,000)	(875,000)
purchase contracts New hire purchase obligations		(250,002)	(208,333) 1,000,000
		(325,002)	(83,333)
Increase/(decrease) in cash	2 + 3	5,527,975	(4,952,611) ======

The accompanying notes are an integral part of this cash flow statement.

NOTES TO THE CASH FLOW STATEMENT - 31 AUGUST 2003

1. <u>RECONCILIATION OF OPERATING PROFIT TO NET INFLOW FROM OPERATING ACTIVITIES</u>

OPERATING ACTIVITIES	<u>2003</u> £	<u>2002</u> ₤
Operating profit	3,255,331	3,414,544
Depreciation of tangible assets	1,501,333	1,317,794
Loss/(profit) on disposal of tangible assets	39,998	(40,648)
Deferred Government grants released	(138,536)	(137,276)
Decrease/(increase) in stocks	155,756	(2,389,936)
Decrease/(increase) in debtors	2,756,894	(2,834,066)
Increase/(decrease) in creditors	547,816	(369,248)
Net cash (outflow)/inflow from operating activities	8,118,592	(1,038,836)
		======

2. ANALYSIS OF NET FUNDS

	1 September <u>2002</u> £	Cash <u>Flow</u> £	31 August <u>2003</u> £
Net cash			
Cash at bank and in hand	1,620,700	2,680,910	4,301,610
Bank overdraft	(3,117,078)	2,847,065	(270,013)
Decrease/increase in cash	(1,496,378)	5,527,975	4,031,597
Debt			
Hire purchase obligations	(791,667)	250,002	(541,665)
Debt due within one year	(75,000)	75,000	-
Debt due after one year	-	-	-
	(866,667)	325,002	(541,665)
	2222222		
Net (debt)/funds	(2,363,045)	5,852,977	3,489,932
	======	======	======

3. RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	<u>2003</u> £	<u>2002</u> €
(Decrease)/increase in cash in the year	5,527,975	(4,952,611)
Repayment of long term loans	75,000	875,000
Net funds repaid on hire purchase obligations	250,002	(791,667)
Movement in net debt	5,852,977	(4,869,278)
Net (debt)/funds at 1 September	(2,363,045)	2,506,233
Net (debt)/funds at 31 August	3,489,932	(2,363,045)

NOTES TO THE ACCOUNTS - 31 AUGUST 2003

1. <u>ACCOUNTING POLICIES</u>

The accounts have been prepared in accordance with applicable accounting standards. The principal accounting policies, all of which have been applied consistently throughout the year are:

(a) Basis of Accounting

The accounts are prepared under the historical cost convention.

(b) Fixed Assets

Tangible fixed assets are shown at cost less accumulated depreciation.

Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its estimated useful life as follows:

Land and buildings - 4% per annum straight line
Fixtures and fittings - 20% per annum straight line
Motor vehicles - 25% per annum straight line
Plant and machinery - 15% per annum straight line
Office equipment - 25% per annum straight line
Bog plant and machinery - 20% per annum straight line

(c) Stocks

Stocks are stated at the lower of cost and net realisable value. Cost includes all direct costs incurred in bringing stocks to their present condition and location.

Significant differences between balance sheet and replacement cost values are disclosed in Note 8. For these purposes replacement cost is based on latest invoice prices before the balance sheet date.

(d) Turnover

Turnover comprises the invoice value of sales (excluding VAT and trade discounts) of goods in the normal course of business.

(e) <u>Taxation</u>

Corporation tax is provided at the current rate.

Deferred tax (which arises from differences in the timing of the recognition of items, principally depreciation, in the accounts and by the tax authorities) has been calculated on the full provision method under FRS19 Deferred Taxation.

(f) Grants

Capital grants received in respect of capital expenditure are credited to a grant reserve and amortised to the profit and loss account in line with depreciation. Revenue based grants are credited directly to the profit and loss account in the period in which the expenditure giving rise to the grant is incurred.

(g) Investments

Investments are shown at cost less provision for permanent diminution in value. Income from investments, together with any related tax credit, is recognised in the profit and loss account in the year in which it is receivable.

(h) Leasing and Hire Purchase Commitments

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives with the corresponding lease or hire purchase obligation being capitalised as a liability. The interest element of the finance lease rentals are charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Operating lease rentals are charged to the profit and loss account on a straight line basis over the lease term.

(i) Foreign Currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction or at a contracted rate.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date or the contracted rate. All differences are taken to the profit and loss account with the exception of differences on foreign currency borrowings to the extent that they are used to finance or provide a hedge against foreign equity investments. These differences being taken directly to reserves together with the exchange differences on the carrying amount of the related investment.

2. <u>NET OPERATING EXPENSES</u>

	<u> 2003</u>	<u> 2002</u>
	£	£
Production	2,652,940	2,344,800
Establishment	603,164	420,979
Administration	1,183,054	1,228,375
Selling and marketing	3,375,221	2,860,408
Distribution overheads	719,724	347,180
Revenue grants receivable	(163,385)	(305,610)
	8,370,718	6,896,132
	======================================	======

3. <u>INTEREST PAYABLE AND SIMILAR CHARGES</u>

Interest payable and similar charges included the following amounts:

	<u>2003</u> ₤	<u>2002</u> £
On bank loans and overdrafts	189,413	199,921
Hire purchase interest	30,317	29,368
Other interest	13,901	-
	233,631	229,289
		======

4. <u>INTEREST RECEIVABLE AND SIMILAR INCOME</u>

HATTINGST RECEIVABLE MAD SIMI	2003 £	<u>2002</u> £
Interest receivable Investment income	11,232 1,096	13,367 1,774
	12,328	15,141 =====

5. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Profit on ordinary activities before taxation is stated after charging:

	<u>2003</u> £	<u>2002</u> €
Depreciation (net of capital grant amortisation)	1,362,797	1,180,518
Auditors' remuneration	8,000	7,500
Staff costs - (see Note 6)	4,340,481	3,874,889

6. STAFF COSTS

Particulars of employees (including executive directors) are shown below:

Employee costs during the year amounted to:

	<u>2003</u> £	<u>2002</u> £
Wages and salaries	3,910,989	3,505,868
Social security costs	325,729	281,235
Pensions	103,763	87,786
	4,340,481	3,874,889
	======	========

The average number of persons employed by the company during the year was as follows:

Ionows.	2003 <u>Number</u>	2002 <u>Number</u>
Administration	19	17
Sales and marketing	20	12
Production and distribution	146	130
	185	159
		===

Directors' Emoluments:

The employee costs shown above include the following remuneration in respect of directors of the company:

directors of the company.	<u>2003</u> £	<u>2002</u> £
Fees as directors	-	-
Other emoluments	190,355	317,041
Pensions	23,290	22,540
	=====	

The number of directors (including the highest paid director) who received emoluments excluding pension contributions fell within the bands stated:

<u> </u>	Number of Directors	
	<u>2003</u>	<u>2002</u>
70.001 90.000		1
70,001 - 80,000 80,001 - 90,000	- -	-
90,001 - 100,000	2	-
100,001 - 110,000	-	-
110,001 - 120,000	-	-
120,001 - 130,000	-	-
130,001 - 140,000	-	2
		
	2	3
	==	==

7. TAX ON PROFIT ON ORDINARY ACTIVITIES

The tax charge is based on the result for the year and comprises:

	<u>2003</u> £	<u>2002</u> £
Corporation tax	933,480	835,000
Deferred taxation	(54,992)	304,521
Prior year adjustments	(3,685)	(176,846)
		0.60.65.5
	874,803	962,675
		======

The tax assessed for the year is higher than the standard rate of corporation tax in the UK of 30%. The differences are explained as follows:

•	<u>2003</u> £	<u>2002</u> £
Profit on ordinary activities before tax	3,034,028	3,200,396
Tax charge on profit on ordinary activities at standard UK rate 30%	910,208	960,119
Depreciation in excess of capital allowances Loss/(profit) on sale of assets Other adjustments	11,272 11,999 -	(116,610) (12,194) 3,685
Current tax charge for the period	933,480	835,000

8. <u>TANGIBLE FIXED ASSETS</u>

	Land and <u>Buildings</u> £	Fixtures and <u>Fittings</u>	Motor <u>Vehicles</u> £	Plant and <u>Machinery</u> £		Bog Plant and <u>Machinery</u>	<u>Total</u>
COST	£	r.	£	z.	£	£	I.
At 1 September							
2002	3,980,201	22,602	780,050	7,459,655	463,329	23,500	12,729,337
Additions	89,308	43,714	68,370	393,476	150,329	-	745,197
Disposals	-	-	(23,070)	(84,040)	-	_	(107,110)
Disposais				(0.,0.0)			
At 31 August 2003	4,069,509	66,316	825,350	7,769,091	613,658	23,500	13,367,424
J	======	=====	======	======	======		
DEPRECIATION	V						
At 1 September							
2002	869,891	11,790	363,713	2,936,809	235,168	19,675	4,437,046
Charge	163,931	8,235	140,507	1,080,998	105,962	1,700	1,501,333
Disposals	-	-	(15,939)	(49,323)	-	-	(65,262)
At 31 August 2003	1,033,822	20,025	488,281	3,968,484	341,130	21,375	5,873,117
			=====	======	=====		
NET BOOK VAL							
At 31 August 2002	3,110,310	10,812	416,337	4,522,846	228,161	3,825	8,292,291
		====	=====	======	=====	====	======
At 31 August 2003	3,035,687	46,291	337,069	3,800,607	272,528	2,125	7,494,307
	======		======	=======	=====	_===	========

Included in fixed assets above are assets held under finance purchase contracts with a net book value of £644,777 (2002: £798,217). The charge for depreciation for the year in respect of those assets held under hire purchase contracts was £153,440 (2002: £153,440).

Investments

Consists of investments in listed shares:

	<u>2003</u> £	<u>2002</u> £
Balance at 1 September 2002 and		
31 August 2003	76,475	76,475
	====	=====

The aggregate market value of the listed investments at 31 August 2003 was £64,862.

9. <u>STOCKS</u>

The following are included in the net book value of stocks:

	<u>2003</u> €	<u>2002</u> £
Raw material stocks	1,709,686 1,858,943	1,356,192 2,368,193
Finished goods	1,838,943	2,308,193
	3,568,629	3,724,385
	======	

There is no significant difference between the replacement cost and the balance sheet value of stocks.

10. <u>DEBTORS</u>

The following amounts are included in the net book value of debtors:

	<u>2003</u> ₤	2002 £
Trade debtors Other debtors and prepayments	6,112,291 500,276	9,446,896 72,565
	6,612,567 =======	9,519,461 ======

11. CREDITORS: Amounts falling due within one year

The following amounts are included in creditors falling due within one year:

	<u> 2003</u>	<u> 2002</u>
	£	£
Trade creditors	6,069,618	5,906,518
Bank overdraft	270,013	3,117,078
Bank loans	-	75,000
Other creditors:		
Social Security and PAYE	82,954	66,841
VAT	443,362	(3,217)
Taxation	533,480	835,000
Sundry creditors and accruals	1,194,331	1,274,186
Hire purchase creditors	250,000	250,002
Directors current accounts	1,880	-
	~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~	
	8,845,638	11,521,408
	======	

Bank facilities are secured by a first fixed charge over land, buildings and other fixed assets and a floating charge over all other assets.

12. <u>CREDITORS</u>: Amounts falling due after one year

The following are included in creditors falling due after one year:

	<u>2003</u> £	<u>2002</u> £
Hire purchase creditors	291,665 =====	541,665

13. PROVISION FOR LIABILITIES AND DEFERRED INCOME

	<u>2003</u> ₤	<u>2002</u> €
Deferred taxation	335,312	390,304
Capital grants reserve	638,825	777,362
	974,137	1,167,666
	9/4,13 <i>/</i> ======	======

The movement on the deferred taxation account was as follows:

	<u>2003</u> ₤	<u>2002</u> €
Balance at 1 September Charged/(credited) during year	390,304 (54,992)	85,783 304,521
Balance at 31 August	335,312	390,304

The movement in the capital grants reserve was as follows:

	<u>2003</u>	<u> 2002</u>
	£	£
Capital grants reserve:		
Balance at the beginning of year	777,362	897,838
Accounted for during the year	-	16,800
Transferred to profit and loss account	(138,537)	(137,276)
Balance at end of year	638,825	777,362

14. CALLED UP SHARE CAPITAL

	<u>2003</u> ₤	<u>2002</u> £
Authorised:		
10,000 ordinary shares of £1 each	10,000	10,000
	====	=====
Allotted, called up and fully paid:		
10,000 ordinary shares of £1 each	10,000	10,000
•	====	=====

15. GUARANTEES AND OTHER FINANCIAL COMMITMENTS

(a) At the end of the period, capital commitments were:

	<u>2003</u> £	<u>2002</u> €
Authorised and contracted for	-	500,000
	======	

16. <u>DIVIDENDS</u>

	2003 £	<u>2002</u> €
Interim equity dividends on ordinary shares paid of £21.96 (2002: £24.02) per share	219,650	240,154
	======	======

17. GOVERNMENT GRANTS

The company has entered into selective financial assistance agreements in relation to grants from Invest Northern Ireland (formerly the Industrial Development Board for Northern Ireland). Grants can become repayable if certain conditions of the agreements are broken.

18. RELATED PARTY TRANSACTIONS

John McVeigh & Company, Chartered Accountants, received fees of £67,825 during the year for accounting and other professional services. John McVeigh is a director of the company.