

JRH Biosciences Limited (formerly JRH Europe Limited)

Report and Accounts

30 June 2000

3195318



JRH Biosciences Limited (formerly JRH Europe Limited)

Registered No. 3195318

DIRECTORS

P S Bordonaro

A M Cipa

D G Gray

SECRETARY

Jordan Company Secretaries Limited

AUDITORS

Ernst & Young

Apex Plaza

Reading

Berks

RG1 1YE

BANKERS

National Westminster Bank Plc

22 Chantry Way

Andover

Hampshire

SP10 1LL

REGISTERED OFFICE

Smeaton Road

West Portway Industrial Estate

Andover

Hampshire

SP10 3LF

JRH Biosciences Limited (formerly JRH Europe Limited)

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 30 June 2000.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £144,000 (1999: £219,000). The directors do not recommend the payment of a dividend.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company's principal activity during the year was the sale and marketing of pharmaceutical and allied products. During the year the company purchased the assets of Imperial Laboratories Limited.

The directors aim to continue to develop the company's trading activity over the coming year.

EVENTS SINCE THE END OF THE YEAR

There have been no important events affecting the company since the balance sheet date.

DIRECTORS AND THEIR INTERESTS

The directors, as listed on page 1, had no interests in the share capital of the company at 30 June 2000.

AUDITORS

Ernst & Young has expressed its willingness to continue in office as auditors and a resolution proposing its re-appointment will be submitted at the Annual General Meeting.

Ernst & Young has stated that, subject to the approval of its partners, it is intending to transfer its business to a limited liability partnership during the year. If this happens, it is the current intention of the Directors to use their statutory powers to treat the appointment of Ernst & Young as extending to Ernst & Young LLP.

By order of the Board



Director

20 April 2001

JRH Biosciences Limited (formerly JRH Europe Limited)

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts 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 accounts, 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 accounts; and
- prepare the accounts 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 accounts 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.

REPORT OF THE AUDITORS

to the shareholders of JRH Biosciences Limited (formerly JRH Europe Limited)

We have audited the accounts on pages 5 to 12, which have been prepared under the historical cost convention and the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on page 3, the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

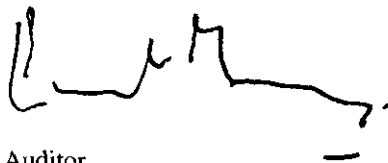
Basis of opinion

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 30 June 2000 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Registered Auditor
Reading

20 April 2001

JRH Biosciences Limited (formerly JRH Europe Limited)

PROFIT AND LOSS ACCOUNT

for the year ended 30 June 2000

	<i>Note</i>	<i>2000</i> <i>£'000</i>	<i>1999</i> <i>£'000</i>
TURNOVER	2	2,558	642
Cost of sales		1,636	-
GROSS PROFIT		922	642
Administration charges		717	338
OPERATING PROFIT	3	205	304
Interest receivable		-	7
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		205	311
Tax on profit on ordinary activities	6	61	92
PROFIT FOR THE FINANCIAL YEAR	12	144	219

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There were no recognised gains or losses in the year other than the profit of £144,000 (1999: £219,000).

JRH Biosciences Limited (formerly JRH Europe Limited)

BALANCE SHEET

at 30 June 2000

	Note	2000 £'000	1999 £'000
FIXED ASSETS			
Tangible assets	7	403	-
CURRENT ASSETS			
Stock	8	413	-
Debtors	9	494	534
Cash at bank and in hand		527	9
		1,434	543
CREDITORS: amounts falling due within one year	10	1,259	109
NET CURRENT ASSETS		175	434
TOTAL ASSETS LESS CURRENT LIABILITIES		578	434
CAPITAL AND RESERVES			
Called up share capital	11	-	-
Profit and loss account	12	578	434
TOTAL EQUITY SHAREHOLDERS' FUNDS		578	434

Approved by the Board

Director

20 APRIL 2001

NOTES TO THE ACCOUNTS
at 30 June 2000

1. ACCOUNTING POLICIES

Accounting convention

The accounts are prepared under the historical cost convention in accordance with applicable accounting standards.

Cash flow statement

The company has taken advantage of the exemption conferred by FRS1 from the requirement to prepare a cash flow statement, on the grounds that over 90% of the voting rights of the company are controlled within a group for which the accounts are publicly available (see note 16).

Fixed assets

All fixed assets are recorded at cost.

Depreciation

Depreciation is provided on tangible fixed assets at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life as follows:

Plant and equipment	-	3 to 7½ year
Leasehold improvements	-	20 years

Stocks

Stocks are valued at the lower of cost and net realisable value. In the case of finished goods, and work in progress, cost comprises direct materials, direct labour and an appropriate proportion of overheads.

Leasing and hire purchase commitments

Rentals paid under operating leases are charged to income on a straight line basis over the term of the lease.

Foreign currencies

Transactions in foreign currencies are recorded at the average rate for the year. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date.

All exchange differences are taken to the profit and loss account.

Deferred taxation

Deferred taxation is provided using the liability method on all timing differences which are expected to reverse in the future without being replaced, calculated at the rate at which it is estimated that the liability will crystallise.

Pensions

The group operates a defined contribution pension scheme for its employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

JRH Biosciences Limited (formerly JRH Europe Limited)

NOTES TO THE ACCOUNTS

at 30 June 2000

2. TURNOVER AND SEGMENTAL INFORMATION

Turnover comprises commission on sales made on behalf of other group companies and the invoice value of sales, excluding sales taxes and trade discounts.

The geographical markets supplied by the group are as follows:

	2000 £'000	1999 £'000
United Kingdom	227	-
Europe	1,745	-
Rest of World	52	-
	<u>2,024</u>	<u>-</u>
Commission	534	642
	<u>2,558</u>	<u>642</u>

3. OPERATING PROFIT

This is stated after charging:

	2000 £'000	1999 £'000
Depreciation	27	-
Auditors' remuneration	3	5
Operating leases - plant and machinery	15	13
- land and buildings	40	-
	<u></u>	<u></u>

4. DIRECTORS' EMOLUMENTS

	2000 £'000	1999 £'000
Emoluments	134	119
	<u></u>	<u></u>

JRH Biosciences Limited (formerly JRH Europe Limited)

NOTES TO THE ACCOUNTS

at 30 June 2000

5. STAFF COSTS

	2000 £'000	1999 £'000
Wages and salaries	260	182
Social security costs	131	18
Other pension costs	22	2
	<u>413</u>	<u>202</u>

The average weekly number of employees during the year as follows:

	2000 No.	1999 No.
Production	6	-
Administration	1	1
Sales and marketing	3	2
	<u>10</u>	<u>3</u>

6. TAX ON PROFIT ON ORDINARY ACTIVITIES

The taxation charge, based on the taxable profit for the period, comprises:

	2000 £'000	1999 £'000
UK corporation tax:		
Current year tax charge	61	97
Overprovision in earlier periods	-	(5)
	<u>61</u>	<u>92</u>

JRH Biosciences Limited (formerly JRH Europe Limited)

NOTES TO THE ACCOUNTS

at 30 June 2000

7. TANGIBLE FIXED ASSETS

	<i>Leasehold improvements</i>	<i>Plant and machinery</i>	<i>Assets in the course of construction</i>	<i>Total</i>
	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>
<i>Cost:</i>				
At 1 July 1999	-	-	-	-
Additions	227	152	49	428
Transfers between group companies	-	25	(8)	17
At 30 June 2000	227	177	41	445
<i>Depreciation:</i>				
At 1 July 1999	-	-	-	-
Charge for the year	11	16	-	27
Transfers between group companies	-	15	-	15
At 30 June 2000	1	31	-	42
<i>Net book value:</i>				
At 30 June 2000	216	146	41	403
At 1 July 1999	-	-	-	-

8. STOCKS

	<i>2000</i>	<i>1999</i>
	<i>£'000</i>	<i>£'000</i>
Finished goods	413	-

9. DEBTORS

	<i>2000</i>	<i>1999</i>
	<i>£'000</i>	<i>£'000</i>
Trade debtors	365	-
Due from fellow subsidiary undertaking	97	528
Other debtors	32	6
	494	534

JRH Biosciences Limited (formerly JRH Europe Limited)

NOTES TO THE ACCOUNTS

at 30 June 2000

10. CREDITORS: amounts falling due within one year

	2000 £'000	1999 £'000
Trade creditors	112	-
Corporation tax payable	35	97
Amounts payable to fellow subsidiary undertaking	1,085	-
Accruals	27	12
	<u>1,259</u>	<u>109</u>

11. SHARE CAPITAL

	2000 No.	2000 No.	1999 £'000	1999 £'000
Ordinary shares of £1 each	2	2	2	2

	2000 No.	2000 No.	1999 £'000	1999 £'000
Ordinary shares of £1 each	2	2	2	2

12. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	Share capital £'000	Profit and loss account £'000	Total £'000
At 1 July 1999	-	434	434
Retained profit for the year	-	144	144
At 30 June 2000	-	578	578

JRH Biosciences Limited (formerly JRH Europe Limited)

NOTES TO THE ACCOUNTS

at 30 June 2000

13. CAPITAL COMMITMENTS

Amounts contracted for but not provided in the accounts amounted to £22,474 (1999: £nil).

14. OBLIGATIONS UNDER OPERATING LEASES

Annual commitments under non cancellable operating leases are as follows:

	<i>Land and buildings</i>		<i>Other</i>	
	<i>2000</i>	<i>1999</i>	<i>2000</i>	<i>1999</i>
	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>	<i>£'000</i>
Operating leases which expire:				
- within one year	-	-	10	-
- in two to five years	-	-	9	-
- after five years	50	-	-	-
	<u>50</u>	<u>-</u>	<u>19</u>	<u>-</u>

15. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption from the requirement to disclose transactions with other group companies conferred by FRS8, on the grounds that over 90% of the voting rights of the company are controlled within the group.

16. ULTIMATE PARENT UNDERTAKING

The company's immediate parent undertaking is CSL UK Limited. It has included the company in its group accounts, copies of which can be obtained from its registered office at Smeaton Road, West Portway Industrial Estate, Andover, Hampshire SP10 3LF. CSL UK Limited is the parent undertaking of the smallest group for which consolidated accounts are prepared.

The ultimate parent undertaking is CSL Limited, which is incorporated in Australia. Copies of the annual report and accounts of CSL Limited can be obtained from the head office at 45 Poplar Road, Parkville, Victoria 3052, Australia. CSL Limited is the parent undertaking of the largest group for which consolidated accounts are prepared.