> FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1998

Registered number: 2759529



ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1998

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COMPANY INFORMATION AS AT 31ST DECEMBER 1998

DIRECTORS

 $\{a_{i,j},\dots,a_{i+1},\dots,a_{i+1}\}$

A P Robson J Bryce Dr M J Peagram (appointed 14/7/98) L J Russell V M Eastwick - Field

SECRETARY

G H Walker (resigned 22/10/98) S C Burns (appointed 22/10/98)

REGISTERED OFFICE

The Quorum Oxford Business Park OXFORD OX4 2SZ

REGISTERED NUMBER

2759529

AUDITORS

Miell and Company Cranbrook House 287-291 Banbury Road Oxford OX2 7JQ

DIRECTORS' REPORT FOR THE YEAR ENDED 31ST DECEMBER 1998

The directors present their annual report on the affairs of the company, together with the accounts and auditors' report, for the year ended 31st December 1998.

Principal activities and business review

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The principal activities of the company continue to be to act as agents and distributors of chemical products manufactured in the former republic of Czechoslovakia.

CMS Holdings (of which CMS Limited is the principal operating company) was bought out from Yule Catto Plc in May 1998. 1998 was not a satisfactory trading year, showing a slight fall from the previous year in sales and gross margin. This was due to the loss of a few pieces of business and the delay in new projects coming on stream.

Since the change of ownership, priorities have been clearly established, systems improved, and further funding provided. Results have improved steadily and we are confident of a return to profitability in 1999. We have commercial projects in progress which should give substantial longer term growth.

Steady progress has been made in the Czech and Slovakian selling companies, and these are profitable. Q-Chem which makes laboratory and pilot scale chemicals in Slovakia, has expanded strongly, including contracts with major companies. It was not profitable in 1998, but now has a large order book and should be a useful profit contributor in 1999, and an important part of our marketing offering.

These are all related companies and therefore not consolidated here, although they benefit from our management support.

Results and dividends

The loss before taxation for the year was £210929 (1997 – Profit £17599).

The directors do not recommend a final dividend for the year ended 31st December 1998.

Directors and their interests

The directors who served during the year and their beneficial interests in the company at the balance sheet date were as follows:

	Number of £1 Ordinary Shares	
	1998	1997
Dr M J Peagram	100,100	100
L J Russell	-	-
J Bryce	-	-
A P Robson	-	-
V Eastwick-Field	-	-

DIRECTORS' REPORT - Continued

Directors' responsibilities

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.

Policy on payment of Creditors

It is the company's policy to make suppliers aware of payment terms at the time of each transaction and to make these terms known to staff who deal with payments to suppliers. At 31st December 1998 creditor days stood at 68 days.

Year 2000

The directors have assessed the risks to the company resulting from the change of date to 2000. These are primarily in the areas of internal computer systems and customer and supplier relationships. The company's internal computerised systems have been examined by the support company and found to be compliant. The directors are aware of the associated risks for non-compliance of suppliers and customers and will make enquiries in the near future. Although it is impossible to guarantee that no year 2000 problems remain, the directors are confident that they will be able to deal promptly with any failures that will occur. The directors consider the cost of dealing with problems arising from the year 2000 will not significantly increase ongoing expenditure.

The Euro

The directors have assessed the risks to the company for the introduction of the Euro in E.U. countries on 1st January 1999. There will be no material expenditure required to update systems in this respect.

Auditors

The auditors, Miell and Company, will be proposed for re-appointment in accordance with S.385 of the Companies Act 1985.

BY ORDER OF THE BOARD

Janett.

SECRETARY

AUDITORS REPORT TO THE MEMBERS OF CZECH, MORAVIAN AND SLOVAK CHEMICALS LIMITED

We have audited the accounts on pages 5 to 17 which have been prepared under the historical cost convention and the accounting policies set out on pages 9 and 10.

Respective responsibilities of directors and auditors

As described on page 2, the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

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 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.

Fundamental uncertainty

In forming our opinion, we have considered the adequacy of disclosures made in the financial statements concerning the going concern basis for the preparation of these statements. The company has net liabilities of £122045 at 31st December 1998 and no longer belongs to a group of companies. The company is therefore reliant on the continued support of the directors, and creditors including the bank. It is not possible to quantify the effect on the loss for the year or the balance values that restating the accounts on a basis other than going concern would have.

Opinion

In our opinion the accounts give a true and fair view of the company's state of affairs at 31st December 1998 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Miell and Company
REGISTERED AUDITORS

Cranbrook House 287/291 Banbury Road

Oxford OX2 7JQ

14th October 1999

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 1998

	Note	1998 £	1997 £
Turnover	2	4,008,247	4,241,988
Cost of sales		3,515,310	(3,721,202)
Gross profit Other operating expenses	3	492,937 665,517	520,786 (453,291)
Operating (loss)/profit		(172,580)	67,495
Net interest payable	4	(38,349)	(49,896)
(Loss)/profit on ordinary activities before taxation	5	(210,929)	17,599
Tax (credit)/charge on (loss)/profit on ordinary activities	8	(8,247)	(5141)
(Loss)/profit for the financial year		(202,682)	12,458
Retained (loss)/profit at the beginning of year		(54,453)	(66,911)
Retained loss at the end of year		(257,135) =====	(54,453) =====

Continuing operations

None of the company's activities were acquired or discontinued during the above two financial years.

Total recognised gains and losses

The company has no recognised gains or losses other than the profit or loss for the above two financial years.

BALANCE SHEET AS AT 31ST DECEMBER 1998

710 717 0101 BEOLINGEN 1000	Note	1998 £	1997 £
Fixed assets			
Tangible assets	9	59,470 =====	59,838 =====
Current assets			
Stocks Debtors Cash at bank and in hand	10 11	8,427 999,279 98,704	249,214 707,983 219,871
Creditors: Amounts falling due within one year	12	1,106,410 (1,287,925)	1,177,068 (1,256,269)
Net current liabilities		(181,515) ======	(79,201) ======
Net liabilities		(122,045) ======	(19,363) === = ==
Capital and reserves			
Called up share capital Share premium account Profit and loss account	14	100,100 34,990 (257,135)	100 34,990 (54,453)
Equity shareholders' funds	15	(122,045) =====	(19,363) =====

The financial statements were approved by the board of directors on:

6th August 1999

and signed on its behalf by

director

director

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

CASHFLOW STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 1998

Note	es	1998 £	1997 £
NET CASH INFLOW FROM OPERATING ACTIVITIES	3	155,310	42,090
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest paid		(38,349)	(49,896)
CAPITAL EXPENDITURE (Note A) Taxation		(21,091) (8,092)	(19,551) 2,662
		87,778	(24,695)
FINANCING (Note A)		(208,945)	240,421
(DECREASE)/INCREASE IN CASH IN THE	YEAR	(121,167) ========	215,726
RECONCILIATION OF NET CASHFLOW T	·o		
(DECREASE)/INCREASE IN CASH IN THE	YEAR	(121,167)	215,726
Movements in cash repaying bank borrowing	gs	308,945	(240,421)
Change in net debt Net debt at 1.1`98		187,778 (454,201)	(24,695) (429,506)
NET DEBT AT 31.12.98 (Note B)		(266,423)	(454,201) =======

The notes on pages 9 to 15 form part of these financial statements.

NOTES TO THE CASHFLOW STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 1998

TOR THE TEAR ENDED 3131 DECEMBER 1990	1998 £		1997 £
NOTE A - GROSS CASH FLOWS			
CAPITAL EXPENDITURE Payments to acquire tangible fixed assets Receipts from the sale of tangible fixed assets	21,091		19,573 (22)
	21,091	=	19,551
FINANCING Amounts borrowed Repayment of amounts borrowed Issue of share capital	(308,945) 100,000		240,421 - -
	(208,945)	=	240,421 =======
NOTE B - ANALYSIS OF CHANGES IN NET DEBT			
	At 1.1.98 £	Cashflows £	At 31.12.98 £
Cash in hand and at bank Debt due within one year	219,871 (674,072)	(121,167) 308,945	98,704 (365,127)
	(454,201)	187,778	(266,423)

The notes on pages 9 to 15 form part of these financial statements.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1998

1. Accounting policies

The principal accounting policies all of which have been applied consistently throughout the year and the preceding year, are as follows:

Basis of accounting

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

Going concern

The financial statements have been prepared on a going concern basis, the validity of which depends on the continued support of the directors and the bank. If the going concern basis were not appropriate, adjustments would have to be made to reduce the value of the assets to their recoverable amounts to provide for further liabilities which may arise and reclassify fixed assets as current assets.

Turnover

Turnover comprises the value of sales (excluding VAT) foreign agents' commissions, trade discounts and freight) of goods and services in the normal course of business.

Foreign currency

Transactions denominated in foreign currencies are recorded in pounds sterling at actual exchange rates as of the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are reported at the rates of exchange prevailing at the balance sheet date. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account.

Taxation

Corporation tax is provided on taxable profits at the current rate.

Deferred taxation has been calculated on the liability method, and is provided to the extent that the directors believe it is likely to become payable in the foreseeable future. Deferred tax is not provided on timing differences which, in the opinion of the directors, will probably not reverse.

Pension

During the year the company contributed to pension schemes set up by the former group. These are both defined benefit and defined contribution scheme and covers certain employees. The scheme funds are administered by trustees and are independent of the company's finances. Contributions made during the year have been charges against profit.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1998 - continued

Accounting policies (continued)

Tangible fixed assets

Tangible fixed assets are stated at original cost.

Depreciation is provided at rates calculated to write off the cost, less estimates residual value, of each asset on a straight line basis over its estimated useful life at the following annual rates:

Fixtures and fittings

15 to 25%

Stocks

Stocks are stated at the lower of cost and net realisable value.

Cost represents expenses incurred in bringing each product to its present location and condition.

Net realisable value is based on estimated normal selling price less further costs expected to be incurred to completion and disposal. Provision is made for obsolete, slow moving or defective items where appropriate.

Leases

Rentals under operating leases are charged to the profit and loss account o a straight line basis over the lease term.

2 Segment information

The geographical analysis of turnover by destination is as follows:

		1998	1997
		£	£
	United Kingdom	1,464,160	1,453,794
	Rest of Europe	1,756,110	2,148,217
	Middle East and Asia	27,651	45,993
	North America	760,326	593,984
		4,008,247	4,241,988
		3======	=======
3	(a) Other operating expenses		
	.,	1998	1997
		£	£
	Selling and marketing costs	247,062	206,274
	Administration expenses	319,213	247,017
	Exceptional items	99,242	-
		665,517	453,291
		=========	======

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1998 - continued

3	(b) Reconciliation of operating profit to net cash inflow from operating activities:	1998 £	1997 £
	Operating profit Depreciation Loss on disposal of fixed assets	(172,580) 21,459	67,495 14,818 22
	Debtors movement Creditors movement Stock movement	(283,049) 348,693 240,787	147,270 (71,617) (115,898)
	NET CASH INFLOW FROM OPERATING ACTIVITIES	155,310 ======	42,090 ======
4	Net interest (payable)/receivable	1998	1997
	On bank loans and overdrafts - payable receivable Trade interest	£ (45,800) 2,231 5,220	£ (59,393) 9,497
		(38,349) =====	(49,896) =====
5.	(Loss)/profit on ordinary activities before taxation		
	Profit/(Loss) on ordinary activities before taxation is stated after charging:		
		1998 £	1997 £
	Depreciation of tangible fixed assets Directors emoluments Auditors' remuneration - audit fees Exceptional item - other - loan written off	21,459 123,200 6,350 - 99,242 =====	14,818 110,000 8,400 - -
6	Directors' emoluments		
	The remuneration of the directors was as follows:	1998 £	1997 £
	Remuneration	123,200 =====	110,000 =====

The company did not make any pension contributions on behalf of the directors in either year.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1998 - continued

Directors' emoluments - continued		
	1998	1997
	£	£
Staff Costs		
Wages and salaries	203,144	172,066
Social security costs	18,398	15,840
Pension contributions	4,658	3,178
	226,200	191,084
	======	======

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

	======	======
	7	7
Administration	4	4
Sales and distribution	3	3
	Number	Number

7 Pension contributions

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Pension contributions of £4657 were made in respect of employees, who are not directors, in accordance with the group scheme of Holliday Chemical Holdings Plc, under both defined benefit and defined contribution schemes. These payments have been made under transitional arrangements until such time that a company pension scheme has been set up.

8 Tax (charge)/credit on (loss)/profit on ordinary activities

The tax (charge)/credit comprises:

· · · · · · · · · · · · · · · · · · ·	1998 £	1997 £
Current year:		
Corporation tax at 21% (1996 – 31.5%)	(8,247)	8,092
Adjustment in respect of prior periods:		
Corporation tax	-	(2,951)
	(8,247)	5,141
	=====	====

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1998 - continued

9. Tangible fixed assets

	The movement in the year was as follows:		
		Fit	Fixtures and tings being total £
	Cost:		
	As at 1st January 1998 Additions		89,509 21,091
	As at 31st December 1998		110,600
	Depreciation:		
	As at 1st January 1998 Provided in the year		29,671 21,459
	As at 31st December 1998		51,130 =====
	Net book values:		
	As at 31st December 1998		59,470 =====
	As at 1st January 1998		59,838 =====
10	Stocks		
		1998 £	1997 £
	Finished goods and goods for resale	8,427 =====	249,214 =====

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NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1998 - continued

11	Debtors		
		1998	1997
		£	£
	Amounts falling due within one year:		
	Trade debtors	916,437	427,314
	Amounts owed by other group undertakings	-	141,759
	VAT	-	16,956
	Other debtors	63,442	101,011
	Prepayments	19,400	20,943

Included within other debtors is £NIL (1997 - £97,255) owed by Bohemian Arts Glass Limited, a company in which certain directors of Czech, Moravian and Slovak Chemicals Limited have a controlling interest. This debt has been written off during the year as disclosed in note 5 as an exceptional item.

999.279

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707,983

12 Creditors: Amounts falling due within one year

	1998	1997
	£	£
Bank loans and overdrafts	365,127	674,072
Trade creditors	691,996	460,559
Amounts owed to other group undertakings	-	56,727
Other creditors: Loan account (Note 18)	180,000	-
UK corporation tax payable	-	8,092
Social security and PAYE	6,013	5,530
Other creditors	2,114	23,639
Accruals and deferred income	42,675	27,650
	1,287,925	1,256,269

The bank overdraft is secured by way of a specific equitable charge over any freehold and leasehold properties, and fixed and floating charges over the company's assets, including goodwill, book debts and any benefits of licences made on 23rd November 1998.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1998 - continued

13 Provision for liabilities and charges

Opening equity shareholders' funds

Closing equity shareholders' funds

No deferred taxation has been provided because of the availability of trading losses to offset any potential liability.

	The amounts of unprovided deferred taxation are as fol	llows:			
	·	1998 £	1997 £		
		L	τ.		
	Excess of tax allowances over book depreciation of fixe	ed assets 2,644	2,421		
	Other timing differences Losses	(15 12 6)	(2,820)		
	LOSSES	(15120)			
		(12482)	(399)		
		=====	====		
14	Share capital				
		1998	1997		
		£	£		
	Authorised				
	1,000,000 ordinary shares of £1 each	1,000,000	1,000,000		
			=======		
	Allotted, called up and fully paid equity shares:				
	100,100 ordinary shares of £1 each	100,100	100		
		=====	=====		
	100,000 ordinary shares of £1 each were issued at par on 1st November 1998.				
15	Reconciliation of movement in equity shareholders' funds				
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	1998	1997		
		£	£		
	(Loss)/profit for the financial year being net increase/(reduction) in shareholders' funds (202,682) 12,458				
	Issue of share capital (Note 14)	100,000	12,700		
		(40,000)	(04.004)		

(19,363)

(122,045)

(31,821)

(19,363)

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1998 - continued

16 Financial commitments

Lease commitments

Annual commitments under non-cancellable operating leases on land and buildings which expire after five years from the balance sheet date amount to £25,408(1997 - £22,867). The profit and loss account charge for rentals under operating leases was £ 25,408 (1997 - £22,867).

17 Going concern

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From 27th January 1998 the company was part of a group whose ultimate parent company was Yule Catto & Co Plc. The company was then purchased privately by CMS. Holdings in July 1998. As the company no longer had support from other group members, on 28th October 1998 a share issue was made to Dr M J Peagram, director, of 100,000 shares at par (£1) each, and a loan made from the Bletchingdon Park Pension Fund of £180,000, Dr M J Peagram being the sole beneficiary. The company is dependent on the ongoing support of the director.

18 Related party transactions

During the year a debt of £97,225 owed by Bohemian Arts Glass Limited was written off. The company is controlled by A P Roberts, J Bryce and V M Eastwick-Field, directors of Czech, Moravian and Slovak Chemicals Limited.

During the year a loan of £180,000 was received from Bletchingdon Park Pension Fund, and the director, Dr M J Pegram is the sole beneficiary of the fund. The loan is repayable on demand, and interest is payable quarterly in arrears at rate of 1% over base.

In the year ended 31st December 1998 the company has traded, on an arms length basis, with the following companies, associated through mutual directors:

	Director	Purchase Ledger balance £	Total purchases in year £	Sales ledger balance £	Total sales in year £
Holliday Chemical Holdings				~	
Limited	Dr M J Peagram	235	235	-	3,895
Holliday Dispensions SA	Dr M J Peagram	-	-	2,301	2,301
Holliday France SA	Dr M J Peagram	-	3,414	566	33,921
Holliday Pigments SA Revetex (Maylasia))	Dr M J Peagram	714	131	-	-
SDM Berhad)	Dr M J Peagram	16,925	16,925	-	-
Revetex (Maylasia)) SDM)	Dr M J Peagram	9,085	9,085	-	-
James Robinson SA Valentia Air Limited	Dr M J Peagram Dr M J Peagram	12,638 4,477	68,923 4,477	105,174 -	555,213

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1998 - continued

18 Related party transactions - continued

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Included in other trade debtors and trade creditors, are amounts owing due to respectively, to companies previously associated as group undertakings:

	Other Debtors £	Trade Debtors £	Trade Creditors £
HCH Slovakia		5,956	4,362
CMS Chemie		55,958	15,368
CMS Slovakia		405	17,355
Q-Chem		113,311	28,959
CMS Holdings Limited	55,195	-	3,236
	55,195	175,630	69,280
	=====	======	=====

19. Ultimate controlling party

The director Dr M J Peagram is the ultimate controlling party.

20. Post balance sheet events

Since the year end £60,000 of the amount owing from Q-Chem, a manufacturing company in Eastern Europe, has been converted into shares of that company and an amount of £150,000 has been injected by Dr M J Peagram in the form of a director's loan.