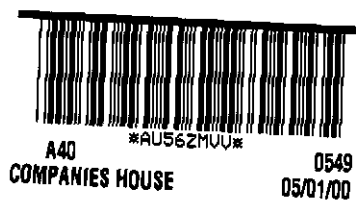


**BROOKE MARINE SHIPBUILDERS LIMITED**

**Annual Report**

**for the year ended 31 March 1999**

**Registered Number: 2113314**



**BROOKE MARINE SHIPBUILDERS LIMITED**

**Annual Report  
for the year ended 31 March 1999**

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# **BROOKE MARINE SHIPBUILDERS LIMITED**

## **Directors and advisers**

### **Directors**

Managing Director	Malcolm Keith
Financial Director	David Parry
Commercial Director	Simon O'Neill (resigned 31 March 1999)

### **Secretary and registered office**

Trevor Bushell  
Cowes Shipyard  
Pelham Road  
Cowes  
Isle of Wight PO31 7DL

### **Registered Auditors**

Deloitte & Touche  
Mountbatten House  
1 Grosvenor Square  
Southampton  
SO15 2BZ

### **Solicitors**

Watson, Farley & Williams  
15 Appold Street  
London EC2A 2HB

### **Bankers**

Barclays Bank PLC  
London Corporate Banking  
P. O. Box 544  
54 Lombard Street  
London EC3V 9EX

## **BROOKE MARINE SHIPBUILDERS LIMITED**

### **Report of the directors for the year ended 31 March 1999**

The directors present their report and the audited financial statements for the year ended 31 March 1999.

#### **Principal activities**

The principal activity of the Company is the marketing of marine engineering and equipment related to craft in the Brooke Marine range.

#### **Review of business and future developments**

The profit and loss account is shown on page 6.

The group's ultimate parent company, The Hong Kong Parkview Group Limited has confirmed that it will provide financial support to FBM Marine Holdings (UK) Group ("the Group") and the directors have accordingly prepared the financial statements on the basis that the company is a going concern.

#### **Dividends and results**

The loss for the year after taxation amounted to £1,000 (1998: £1,000). The directors recommend that no dividend is paid (1998: £Nil).

#### **Directors and their interests**

The directors of the company at 31 March 1999, all of whom have been directors for the whole of the year ended on that date, were

M. R. Keith  
D. P. Parry  
S. P. O'Neill (resigned 31 March 1999)

None of the directors had any interest, directly or indirectly, in the shares of the company, its ultimate holding company or any subsidiary thereof.

# **BROOKE MARINE SHIPBUILDERS LIMITED**

## **Report of the Directors for the year ended 31 March 1999**

### **Year 2000**

A Year 2000 working group has been established to review the impact of the millennium bug on the Company's business and operations. Appropriate steps have already been taken to upgrade internal systems and consultations with business partners are now in hand to address future continuity of supply.

Current assessments of costs associated with the Year 2000 problem indicate a minimal financial impact on the Company's business resources.

### **Directors' responsibilities**

The directors are required by UK company law to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for that year.

The directors confirm that suitable accounting policies have been used and applied consistently and reasonable and prudent judgements and estimates have been made in the preparation of the financial statements for the year 31 March 1999. The directors also confirm that applicable accounting standards have been followed and that the financial statements have been prepared on the going concern basis.

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 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.

### **Auditors**

A resolution to re-appoint Deloitte & Touche as auditors will be proposed at the forthcoming Annual General Meeting.

### **By order of the Board**

  
**T. T. Bushell**  
**Secretary**

7 September 1999

**Report of the auditors to the members of  
BROOKE MARINE SHIPBUILDERS LIMITED**

We have audited the financial statements on pages 6 to 11 which have been prepared under the accounting policies set out on page 8.

**Respective responsibilities of directors and auditors**

As described on page 4 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements 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 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.

**Opinion**

In our opinion the financial statements give a true and fair view of the state of affairs of the company at 31 March 1999 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Deloitte & Touche*

**Deloitte & Touche**  
Chartered Accountants and Registered Auditors  
Mountbatten House  
1 Grosvenor Square  
Southampton SO15 2BZ

*12 October* 1999

## BROOKE MARINE SHIPBUILDERS LIMITED

### Profit and loss account for the year ended 31 March 1999

	Notes	Year ended 31 March 1999	Year ended 31 March 1998
		£	£
Loss on ordinary activities before taxation	2	(1,000)	(1,000)
Taxation	3	-	-
<b>Loss for the year</b>	6	<b>(1,000)</b>	<b>(1,000)</b>
		=====	=====

All results are derived from the continuing activities of the company.

The company has no recognised gains and losses other than the results above and therefore no separate statement of total recognises gains and losses has been presented.

**BROOKE MARINE SHIPBUILDERS LIMITED**


**Balance sheet at 31 March 1999**

	Notes	31 March 1999	31 March 1998
	-----	-----	-----
		£	£
<b>Current liabilities</b>			
Creditors:			
Amounts falling due within one year	4	1,000	1,000
<b>Creditors:</b>			
Amounts falling due after more than one year	4	457,644	456,644
<b>Net Liabilities</b>		<u>(458,644)</u> =====	<u>(457,644)</u> =====
<b>Capital and reserves</b>			
Called up share capital	5	2	2
Profit and loss account	6	(458,646)	(457,646)
<b>Equity shareholders' funds</b>	6	<u>(458,644)</u> =====	<u>(457,644)</u> =====

These financial statements were approved by the Board of Directors on 7 September 1999 and were signed on its behalf by



M. R. Keith  
Director



D. P. Parry  
Director



## **BROOKE MARINE SHIPBUILDERS LIMITED**

### **Notes to the financial statements for the year ended 31 March 1999**

#### **1. Principal accounting policies**

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

##### **Basis of accounting**

The financial statements have been prepared on the historical cost basis of accounting. The Hong Kong Parkview Group Ltd. has undertaken to give such financial assistance as is necessary to the FBM group of companies. On the strength of this assurance, the financial statements have been prepared on the basis that the company is a going concern.

##### **Deferred taxation**

Provision is made, by the liability method, at the expected applicable rates for taxation deferred in respect of all timing differences between accounting and taxation treatment except when it is thought reasonably probable that the tax effects of such deferrals will continue for the foreseeable future.

## BROOKE MARINE SHIPBUILDERS LIMITED

### Notes to the Financial Statements for the year ended 31 March 1999

#### 2. Loss on ordinary activities before taxation

The company carried out one class of business, being shipbuilding, design, repairs and marine engineering.

Loss for the current and previous year comprises the auditors' remuneration.

There were no employees of the Company and the directors did not receive emoluments in respect of their services to the Company.

	Year ended 31 March 1999 £	Year ended 31 March 1998 £
3. <b>Taxation</b>		
Corporation Tax at 31% (1998 - 31%)	-	-
	=====	=====

The Company has unutilised tax losses to carry forward of approximately £233,000 (1998: £232,000).

	31 March 1999 £	31 March 1998 £
4. <b>Creditors</b>		
Amounts falling due within one year		
Accruals	1,000	1,000
	=====	=====
Amounts falling due after more than one year		
Amounts owed to holding company	457,644	456,644
	=====	=====

The amount due to the holding company is unsecured and the holding company has indicated that no repayment of these amounts will be sought within 12 months of the balance sheet date.

**BROOKE MARINE SHIPBUILDERS LIMITED**

**Notes to the Financial Statements  
for the year ended 31 March 1999**

	<b>31 March 1999 £</b>	<b>31 March 1998 £</b>
<b>5. Called up share capital</b>		
Authorised 1,000 ordinary shares of £1 each	<b>1,000</b> =====	1,000 =====
Allotted, called up and fully paid 2 ordinary shares of £1 each	<b>2</b> =====	2 =====

**6. Reconciliation of movements in equity shareholders' funds and reserves**

	Share Capital	Profit and Loss Account	Total Equity Shareholders Funds
	£	£	£
At 1 April 1998	2	(457,646)	(457,644)
Loss for the year	-	(1,000)	(1,000)
<b>At 31 March 1999</b>	<u><b>2</b></u> =====	<u><b>(458,646)</b></u> =====	<u><b>(458,644)</b></u> =====

**7. Capital and Financial Commitments**

There were no capital or financial commitments at 31 March 1999 (1998: £Nil).

**8. Contingent liability**

The company has a contingent liability with other group companies in respect of a group election for Value Added Tax.

As part of the FBM group's borrowing arrangements, the company has cross guaranteed the borrowings of its parent and fellow subsidiaries to the group's bankers.

## **BROOKE MARINE SHIPBUILDERS LIMITED**

### **Notes to the financial statements for the year ended 31 March 1999**

#### **9. Related party transactions**

The company has taken advantage of the exemption under Financial Reporting Standard 8 not to disclose transactions with group companies that are eliminated on consolidation.

#### **10. Immediate and Ultimate Holding Companies**

Brooke Marine Shipbuilders Limited is a wholly owned subsidiary of FBM Marine Limited, a company incorporated in the United Kingdom. The results of Brooke Marine Shipbuilders Limited and FBM Marine Limited are consolidated in the accounts of FBM Marine Holdings (UK) Limited. Copies of FBM Marine Holdings (UK) Limited's consolidated financial statements may be obtained from The Secretary, FBM Marine Holdings (UK) Limited, Cowes Shipyard, Pelham Road, Cowes, Isle of Wight, PO31 7DL.

The ultimate holding company, and controlling party, is The Hong Kong Parkview Group Limited, a company incorporated in Bermuda. Copies of The Hong Kong Parkview Group Limited's financial statements may be obtained from The Secretary, The Hong Kong Parkview Group Limited, 88 Tai Tam Reservoir Road, Hong Kong.