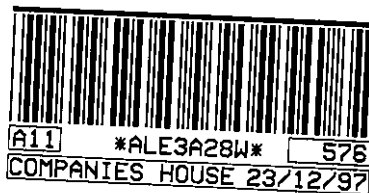


DARBY PARK PROPERTIES LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

30 JUNE 1997

Registered Number : 2592836



DARBY PARK PROPERTIES LIMITED

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Sixth Annual General Meeting of Darby Park Properties Limited will be held at 15-17 Essex Street, London WC2R 3AU, on 30 September 1997 at 1.00 pm for the following purposes:

To receive and adopt the directors' report and financial statements for the year ended 30 June 1997

(Resolution 1)

To re-elect Price Waterhouse as auditors and to authorise the directors to fix their remuneration

(Resolution 2)

To transact such other business as may be properly transacted at an Annual General Meeting.

By Order of the Board


B Clark
Secretary

2 September 1997

DARBY PARK PROPERTIES LIMITED

DIRECTORS

B Clark
R J Patmore

SECRETARY

B Clark

REGISTERED OFFICE

15-17 Essex Street
London
WC2R 3AU

AUDITORS

Price Waterhouse
Southwark Towers
32 London Bridge Street
London
SE1 9SY

DARBY PARK PROPERTIES LIMITED

DIRECTORS' REPORT

Registered Number 2592836

The directors submit their report and the audited financial statements for the year ended 30 June 1997.

REGISTERED OFFICE

On 1 December 1996 the Company's registered office was changed to 15-17 Essex Street, London WC2R 3AU.

PRINCIPAL ACTIVITIES

During the year the company has not traded, has not incurred any liabilities and consequently has not made either profit or loss.

DIVIDENDS

The directors do not propose to recommend the payment of any dividend.

DIRECTORS

The directors of the company during the year were as follows:

B Clark
R J Patmore

None of the directors have any beneficial interest in the share capital of the company. The non-beneficial interests of the directors in the share capital of the company were as follows:

<u>Ordinary shares of £1 each</u>	<u>1997</u>	<u>1996</u>
B Clark	1	1

B Clark and RJ Patmore have no beneficial interests in the share capital of Sime Darby Berhad or in its subsidiary undertakings.

No contract or arrangement entered into by the company in which any director is interested has subsisted during the year.

No director received any remuneration for services rendered to the company in respect of the year ended 30 June 1997.

DARBY PARK PROPERTIES LIMITED

AUDITORS

The auditors, Price Waterhouse, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By Order of the Board


B Clark
Secretary

2 September 1997

DARBY PARK PROPERTIES LIMITED

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 judgments 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 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.

Price Waterhouse



**AUDITORS' REPORT TO THE MEMBERS OF
DARBY PARK PROPERTIES LIMITED**

We have audited the financial statements on pages 7 to 8 which have been prepared under the historical cost convention and the accounting policies set out on page 8.

Respective responsibilities of directors and auditors

As described on page 5, 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 the company's affairs as at 30 June 1997 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Price Waterhouse

PRICE WATERHOUSE
Chartered Accountants
and Registered Auditors

2 September 1997

DARBY PARK PROPERTIES LIMITED

BALANCE SHEET - 30 JUNE 1997

	<u>Notes</u>	<u>1997</u>	<u>1996</u>
		£	£
CURRENT ASSETS			
Amount due from group undertaking		<u>2</u>	<u>2</u>
CAPITAL AND RESERVES			
Called up share capital - (all attributable to equity interests)	3	<u>2</u>	<u>2</u>

Approved by the Board on 2 September 1997

R J Patmore
B Clark
DIRECTORS



The notes on page 8 form part of the financial statements.

DARBY PARK PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 30 JUNE 1997

1 ACCOUNTING POLICIES

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

2 ACTIVITIES

During the year the company did not trade, has not incurred any liabilities and, consequently, has made neither profit nor loss. Auditors' remuneration has been borne by a fellow group company.

None of the directors received any emoluments during the period in respect of their services to the company. (1996 - NIL)

3 CALLED UP SHARE CAPITAL

	<u>1997</u>	<u>1996</u>
	£	£
Authorised 100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted and fully paid 2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

4 RELATED PARTY TRANSACTIONS

The results of the company are consolidated in the results of Sime Darby Berhad, whose financial statements are publicly available. Accordingly, the company is exempt from the requirement to disclose transactions with other companies which qualify as related parties within the Sime Darby Group of companies.

5 PARENT UNDERTAKINGS

The company's immediate parent undertaking is Sime Darby Hong Kong Limited, a company incorporated in Hong Kong and its ultimate parent undertaking is Sime Darby Berhad, a company incorporated in Malaysia. Copies of the group accounts for Sime Darby Berhad may be obtained from 15-17 Essex Street, London WC2R 3AU.