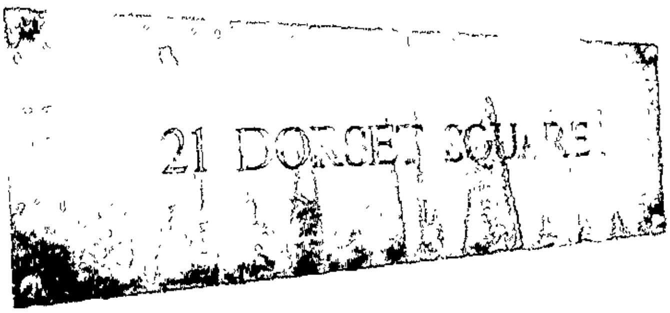
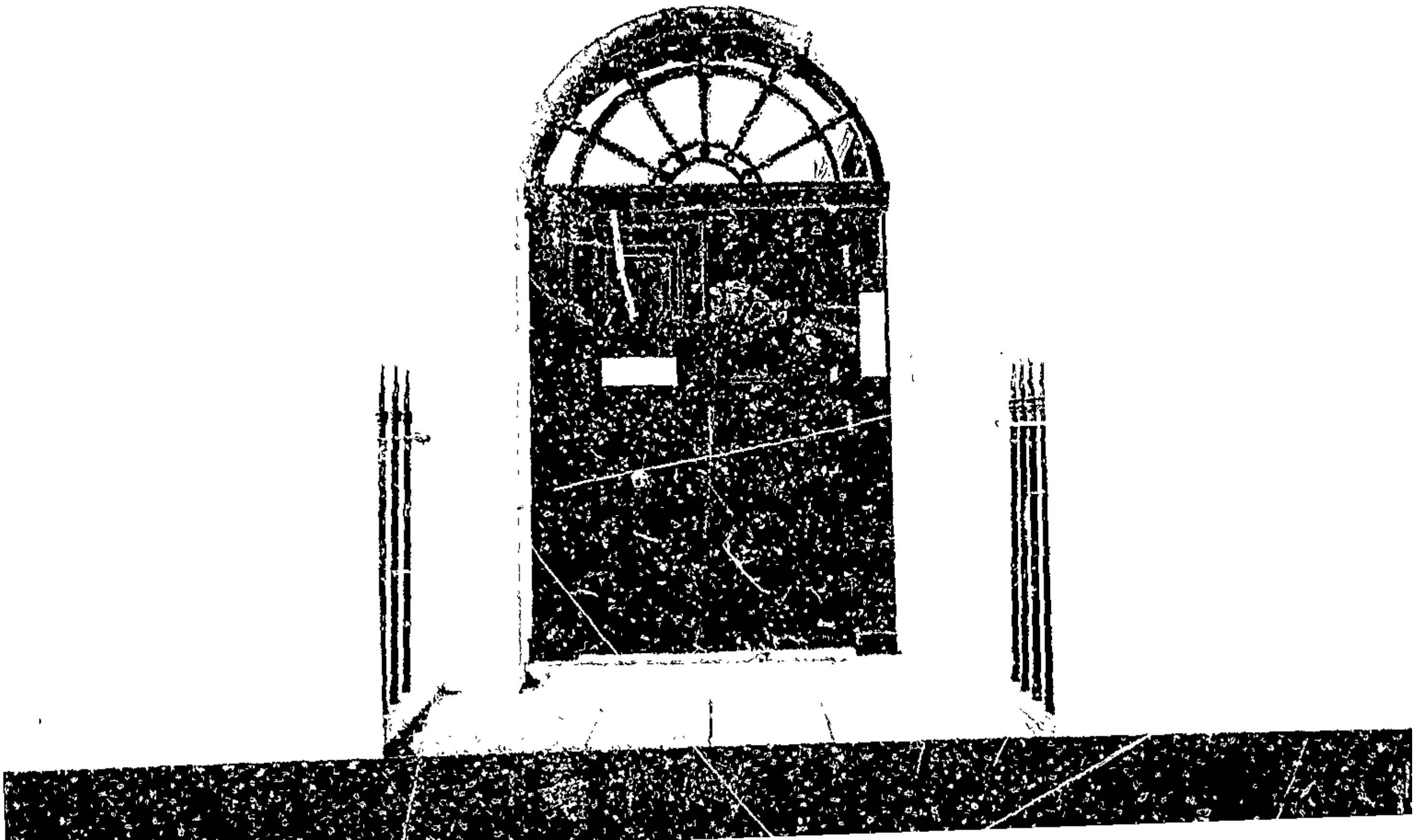

21 DORSET SQUARE



OFFICERS AND ADVISERS

DIRECTORS

John P Southwell CHAIRMAN NON-EXECUTIVE	Aged 55. Appointed non-executive Director Helical Bar plc in 1986. Appointed Chairman in 1988. Director of CL-Alexanders Laing & Cruickshank Corporate Finance. Director James Cropper PLC.
Laurence C K Kelly MA VICE-CHAIRMAN NON-EXECUTIVE	Aged 56. Appointed Director Helical Bar plc in 1972 Chairman (1981–1988). Member of Monopolies & Mergers Commission (1983–88).
Michael E Slade FRICS FSVA MANAGING DIRECTOR	Aged 42. Joined Helical Bar plc in 1984. Appointed Chief Executive in 1986.
Nigel G McNair Scott MA FCA FINANCE DIRECTOR	Aged 43. Appointed non-executive Director Helical Bar plc in 1985. Appointed Finance Director in 1987.
Clive D Scott FSVA	Aged 47. Joined Helical Bar plc in April 1988. Appointed a director in January 1989.

SECRETARY
Patricia Anne Tampin

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11 Bruton Place, London W1X 7AB
Telephone: 01-629 0113

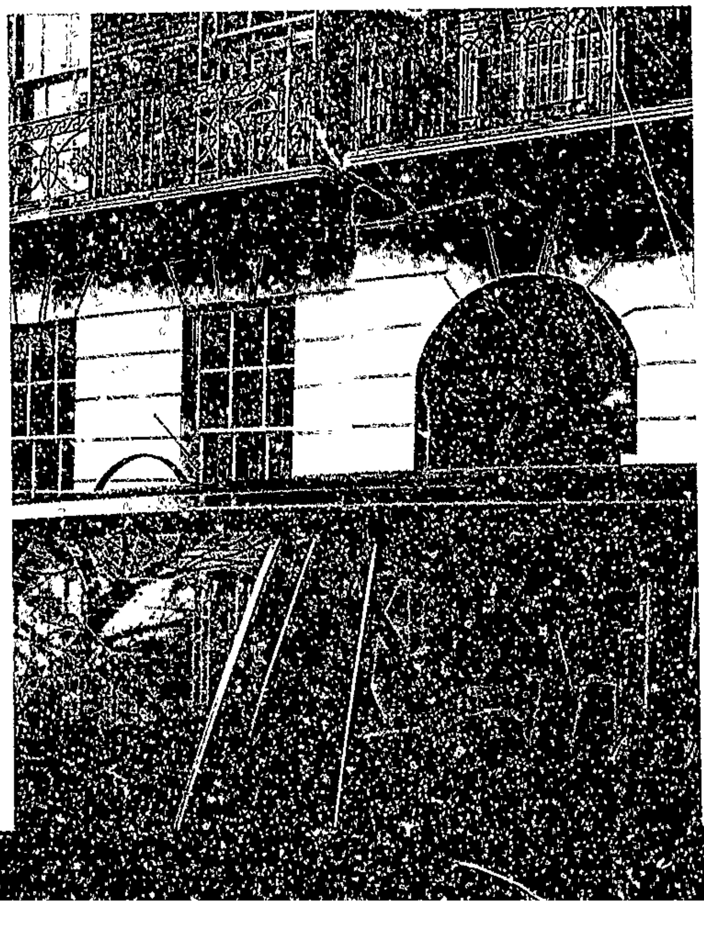
REGISTRARS
The Royal Bank of Scotland plc
P O Box 27
34 Fettes Row, Edinburgh EH3 6UT
Telephone: 031 442 4111

SOLICITORS
Ashurst Morris Crisp
Broadgate House
7 Eldon Street, London EC2M 7HD
Telephone: 01–247 7666
Brecher & Co
78 Brook Street, London W1Y 2AD
Telephone: 01–493 5141

PRINCIPAL BANKERS
Barclays Bank plc
54 Lombard Street, London EC3V 9EX
Telephone: 01–621 1888
Security Pacific National Bank
4 Broadgate, London EC2M 7LE
Telephone: 01–588 0303

AUDITORS
Grant Thornton
Grant Thornton House, Melton Street
Euston Square, London NW1 2EP
Telephone: 01–383 5100

STOCKBROKERS
CL-Alexanders Laing & Cruickshank
Piercy House, 7 Copthall Avenue
London EC2R 7BE
Telephone: 01–588 2800



DIRECTORS REPORT

The directors present their report and financial statements for the year ended 31st January 1989.

PRINCIPAL ACTIVITIES

The principal activities of the group are property development, investment and trading and dealing in securities.

TRADING RESULTS

The results for the year are set out on page 20. The profit on ordinary activities before taxation amounts to £15,106,000 (1988 – £7,164,000).

DIVIDENDS

After accounting for ordinary dividends of 5.8p per share and preference dividends of 5.25p per share totalling £2,079,000 and minorities, the balance of £7,548,000 has been transferred to reserves. Dividends declared will be payable on 3rd July to Ordinary Shareholders registered on 8th June and 14th July to Preference Shareholders registered on 22nd June.

SHARE CAPITAL

On 8th June, 1988 Convertible Preference and Ordinary Shareholders authorised the Company to make market purchases in the capital of the Company (within the meaning of Section 163 of the Companies Act 1985) of Ordinary Shares of 5p each and 5.25 per cent Convertible Redeemable Preference Shares 2012 of £1 each.

On 9th December, 1988 the Company purchased 250,000 Ordinary Shares at 240p. On 20th January the Company purchased 750,000 Convertible Redeemable Preference Shares at 76p each.

At 31st January 1989 there were 18,679,630 Ordinary Shares and 18,179,630 Convertible Redeemable Preference Shares in issue.

DIRECTORS

The directors in office during the year are listed in the note on directors interests below. Mr C D Scott was appointed a Director on 26th January, 1989 and will offer himself for re-election at the forthcoming Annual General Meeting.

In accordance with the Articles of Association Mr N G McNair Scott retires and offers himself for re-election. Mr McNair Scott has a three year service contract expiring on 31st January 1990.

DIRECTORS INTERESTS

The interests, all of which were beneficial, of the directors and their families in the ordinary shares as recorded in the register maintained by the company in accordance with the provisions of the Companies Act 1985, were as follows:–

	Ordinary 5p Shares		Convertible Cumulative Redeemable Preference Shares 2012	
	31.01.89	30.01.88	31.01.89	30.01.88
J P Southwell	6,000	4,000	–	–
L C K Kelly	687,265	836,765	–	–
M E Slade	3,800,955	3,938,455	294,090	294,090
N G McNair Scott	401,000	401,000	196,060	196,060
C D Scott (appointed 26/1/89)	30,000*	–	–	–

*held on appointment

In accordance with the 1988 Executive Share Option Scheme adopted on the 8th June 1988 and the Ordinary Share Option Scheme adopted on 31st December 1986, the following directors have the right to subscribe to ordinary shares of the company:–

	Senior executive 1988 Scheme		Ordinary 1986 Scheme	
	31.01.89	30.01.88	31.01.89	30.01.88
M E Slade	400,000	—	400,000	400,000
N G McNair Scott	60,000	—	288,507	257,290
C D Scott	60,000	—	144,575	—

Apart from Service Contracts and Share Options no Director had during the year any beneficial interest in any contract of significance to the Group's business.

The directors interests remain unchanged at 20th April 1989.

BUSINESS REVIEW

A full review of the activities of the group is given in the Chairman's statement on page 5 and in the Review of Operations on page 6. The Group traded profitably during the year.

SUBSTANTIAL SHAREHOLDINGS

At the 20th April 1989 the following Shareholders had notified the company of a beneficial interest of 5% or more in the ordinary share capital of the company.

	Ordinary Shares	%
T R Property Investment Trust plc	1,025,000	5.5
Pramton Company	1,000,000	5.3

DONATIONS

Donations to Charities amounted to £22,620. A contribution of £10,000 was made to the Conservative Party.

FIXED ASSETS

Details of the changes in fixed assets are given in notes 11 and 12 to the financial statements. The significant changes in fixed assets arose from the purchase of investment properties.

TAX STATUS

The directors are of the opinion that the company is not a close company within the provisions of the Income and Corporation Taxes Act 1988.

AUDITORS

Grant Thornton offer themselves for reappointment as auditors in accordance with Section 384 (1) of the Companies Act 1985.

By Order of the Board
20 April 1989
11 Bruton Place
London
W1X 7AB

P A Tampin
Secretary

CONSOLIDATED PROFIT AND LOSS ACCOUNT

HELICAL BAR PLC AND SUBSIDIARY COMPANIES FOR THE YEAR ENDED 31ST JANUARY 1989	Note	1989 £000	[illegible] [illegible]
TURNOVER	2	123,530	[illegible]
Cost of Sales		(102,277)	[illegible]
GROSS PROFIT	2	21,253	[illegible]
Administrative expenses	3	(2,291)	[illegible]
Interest receivable		2,167	[illegible]
Interest payable and similar charges	4	(6,023)	[illegible]
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		15,106	[illegible]
Tax on profit on ordinary activities	5	(5,006)	[illegible]
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		10,100	[illegible]
Minority interests		(473)	[illegible]
Extraordinary items	6	—	[illegible]
PROFIT FOR THE FINANCIAL YEAR		9,627	[illegible]
Dividends	7	(2,079)	[illegible]
PROFIT TRANSFERRED TO RESERVES	20	7,548	[illegible]
By company		616	[illegible]
By subsidiaries		6,932	[illegible]
EARNINGS PER SHARE	9	45.7p	[illegible]
FULLY DILUTED EARNINGS PER SHARE	10	39.7p	[illegible]

The notes on pages 23 to 33
form part of these financial statements.

BALANCE SHEETS

HELICAL BAR PLC AND SUBSIDIARY
COMPANIES AS AT
31ST JANUARY 1989

	Note	Group 1989 £000	Group 1988 £000	Company 1989 £000	Company 1988 £000
FIXED ASSETS					
Tangible Assets	11	356	[illegible]	334	322
Investment property	12	62,330	19,627	—	
Investments	13	90	90	2,274	2,274
		62,776	20,011	2,608	2,596
CURRENT ASSETS					
Stocks	14	57,971	33,152	—	
Debtors	15	28,253	17,174	15,261	13,247
Cash at bank and in hand		24,083	16,103	17,777	11,057
Creditors: *amounts falling due within one year*	16	(51,590)	29,508	(12,147)	1,973
NET CURRENT ASSETS		58,717	[illegible]	20,891	22,331
TOTAL ASSETS LESS CURRENT LIABILITIES		121,493	57,262	23,499	24,927
Creditors: amounts falling due after more than one year	17	(69,307)	[illegible]	(13)	946
Provision for liabilities and charges	18	(278)	38	(65)	
		51,908	26,730	23,421	23,981
CAPITAL AND RESERVES					
Called-up share capital	19	19,113	19,876	19,113	19,876
Revaluation reserve	20	18,554	[illegible]	—	
Capital redemption reserve	20	762		762	
Other reserves	20	291	291	1,987	1,987
Profit and loss account	20	12,801	6,428	1,559	2,118
SHAREHOLDERS' FUNDS		51,521	26,651	23,421	23,981
Minority interests		387	76	—	
		51,908	26,730	23,421	23,981

The financial statements were approved by the Board of Directors on 20 April 1989.

M E Slade
N G McNair Scott } Directors

The notes on pages 23 to 33
form part of these financial statements.

SOURCE AND APPLICATION OF FUNDS

HELICAL BAR PLC AND SUBSIDIARY COMPANIES FOR THE YEAR ENDED 31ST JANUARY 1989	1989 £000	[illegible]
SOURCE OF FUNDS FROM OPERATIONS:		
Profit on ordinary activities before taxation	15,106	[illegible]
Extraordinary items	—	[illegible]
	15,106	[illegible]
Adjustment for items not involving the movement of funds:		
Depreciation and profit on sale of fixed assets	130	[illegible]
	130	[illegible]
FROM OTHER SOURCES:		
Proceeds of disposals of fixed assets	12	[illegible]
Increase in long term loans	38,813	[illegible]
Increase in finance leases	—	[illegible]
Proceeds of preference share issue	—	[illegible]
	38,825	[illegible]
	54,061	[illegible]
APPLICATION OF FUNDS:		
Taxation paid	(1,544)	[illegible]
Purchase of fixed assets	(174)	[illegible]
Purchase of own shares	(1,176)	
Purchase of investment property	(24,208)	[illegible]
Dividends paid	(2,004)	[illegible]
	(29,106)	[illegible]
NET INFLOW OF FUNDS	24,955	[illegible]
Increase/(decrease) in working capital:		
Stocks	24,519	[illegible]
Debtors	10,958	[illegible]
Creditors: amounts falling due within one year	(8,296)	[illegible]
	27,181	[illegible]
NET LIQUID FUNDS:		
Cash at bank and in hand	7,980	[illegible]
Bank overdrafts and term loans	(10,206)	[illegible]
	(2,226)	[illegible]
NET INCREASE IN WORKING CAPITAL:	24,955	[illegible]

NOTES TO FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention as modified by the revaluation of investment properties. The principal accounting policies of the group have remained unchanged from the previous year.

DEPRECIATION

Depreciation is calculated to write down the cost of all fixed assets excluding investment properties by equal annual instalments over their expected useful lives. The annual rates generally applicable are:

Leasehold property and improvements	33⅓%
Motor vehicles & office equipment	25%

STOCKS AND WORK IN PROGRESS

Dealing properties are stated at the lower of cost and net realisable value. Long-term contract work in progress is stated at cost plus attributable profits, less any foreseeable losses and progress payments received and receivable. Attributable profit is that part of the total profit currently estimated to arise over the duration of each contract which fairly reflects the profit attributable to the work performed by the balance sheet date. A foreseeable loss is that which is estimated to arise over the duration of any contract, irrespective of the amount of work carried out by the balance sheet date.

DEFERRED TAXATION

Deferred tax is the taxation attributable to timing differences between profits or losses as computed for tax purposes and those stated in the financial statements. Deferred tax is provided to the extent that it is probable that a liability will crystallise and not provided to the extent that it is probable that a liability will not crystallise. Unprovided deferred tax is shown in note 15 to the financial statements.

Deferred tax is calculated at the rate at which it is estimated that the tax will be paid or recovered when the timing differences reverse.

Debit balances arising in respect of advance corporation tax on dividends payable or proposed are carried forward to the extent that it is foreseen that sufficient corporation tax will be assessed in the succeeding periods to allow offset.

INTEREST CAPITALISED ON DEVELOPMENT PROPERTIES

Interest costs incurred on development properties have been capitalised at cost. A property ceases to be treated as being in the course of development at the earliest of:

(1) the date when the development becomes fully let

(2) the date when the income exceeds outgoings

(3) a date within two years of completion to allow for letting.

INVESTMENT PROPERTY

Completed investment properties are included in the balance sheet at current market value. Any surplus arising is dealt with in the revaluation reserve. In accordance with the Statement of Standard Accounting Practice No. 19, it is the company's policy to have the properties valued by an external valuer at least every five years. In years where an external valuation is not commissioned, a valuation is undertaken by a suitably qualified member of the company's staff.

2. TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Turnover represents rental income and the proceeds from the sale of properties and developments. For long term contracts, turnover comprises the increase in the valuation of work during the year. Income from the sale of properties is included in the profit and loss account when in the opinion of the directors a binding contract of sale exists. The profit before taxation includes profits of £1,750,000 arising from the sale of shares in the Helical Development Group, which were sold to Croftvale Plc, as approved by shareholders on 14th October. All sales were to U.K. customers. The analysis of turnover and gross profit by function is as follows:

	TURNOVER		PROFIT BEFORE TAXATION	
	1989	1988	1989	1988
	£000	£000	£000	£000
Investment property sales	13,414		2,894	
Trading property sales	70,744	[illegible]	9,183	5,037
Rental income	6,466	1,761	5,186	1,121
Developments	32,906	[illegible]	3,990	[illegible]
Gross profit	123,530	[illegible]	21,253	[illegible]
Interest receivable			2,167	[illegible]
Interest payable, other income & central overheads			(8,314)	[illegible]
Profit before taxation			15,106	[illegible]

3. ADMINISTRATIVE EXPENSES

Profit on ordinary activities is stated after:

	1989	1988
	£000	£000
Staff costs	1,290	1,177
Depreciation	130	67
Auditors' remuneration	58	10
Staff costs during the year:		
Wages and salaries	1,048	[illegible]
Social security costs	164	99
Other pension costs	78	80
	1,290	1,177

The average number of employees of the group during the year was: 20 (1988: 20)

	1989	1988
	£000	£000
Staff costs include directors' emoluments of:		
Directors' remuneration	721	801
Ex-gratia payment to former executive director	25	
Pension costs to former director	—	37
	746	838

3. ADMINISTRATIVE EXPENSES (continued)

The emoluments of the directors, excluding pension contributions, were as follows:

	1989	1988
	£000	£000
Chairman's emoluments	19	[illegible]
Highest paid director	330	[illegible]
Other directors within the following ranges:		
£0 – £5,000	1	1
£5,001 – £10,000	—	1
£25,001 – £30,000	1	
£80,001 – £85,000	1	
£85,001 – £90,000	—	1

The employees of the group receiving more than £30,000 during the year excluding pension contributions were in the following band.

	1989	1988
	£000	£000
£30,001 – £35,000	1	
£35,001 – £40,000	—	1
£50,001 – £55,000	1	
£80,001 – £85,000	1	
£200,001 – £205,000	1	

4. INTEREST PAYABLE AND SIMILAR CHARGES

	1989	1988
	£000	£000
On bank loans, overdrafts and other loans repayable within 5 years, otherwise than by instalments	6,023	[illegible]

5. TAX ON PROFIT ON ORDINARY ACTIVITIES

	1989	1988
	£000	£000
On group results for the year		
UK Corporation Tax 35% (1988 35%)	4,766	[illegible]
Deferred tax (note 18)	186	[illegible]
Adjustment in respect of prior years:		
Deferred tax	54	[illegible]
	5,006	[illegible]

6. EXTRAORDINARY ITEMS

	1989 £000	1988 £000
Preference share issue costs	—	[illegible]

7. DIVIDENDS

	1989 £000	1988 £000
Preference – Paid 5.25p per share	994	[illegible]
Ordinary – Interim paid 0.8p (1988 0.4p) per share	151	[illegible]
– Final proposed 5p (1988 3.0p) per share	934	[illegible]
	2,079	[illegible]

8. PARENT COMPANY

The company has taken advantage of section 228(7) of the Companies Act 1985 and has not included its own profit and loss account in the financial statements. The group profit for the year includes a profit of the parent company after extraordinary items of £2,695,000 (1988 – £2,065,000) which is dealt with in the financial statements of the parent company.

9. EARNINGS PER SHARE

Earnings per share is based on the profit after tax, preference dividends and minority interests, but before extraordinary items of £8,633,000 (1988 – £4,147,000) and a weighted average of 18,893,329 ordinary shares of 5p each (1988 – 18,929,630) adjusted for 250,000 ordinary shares redeemed on 9th December 1988.

10. FULLY DILUTED EARNINGS PER SHARE

Fully diluted earnings per share are 39.7p on 24,750,874 ordinary shares of 5p (1988 – 21.65p on 20,342,174). This is calculated after the conversion of 18,179,630 preference shares at £3.90 per 5p share and the exercise of shares under option.

11. TANGIBLE FIXED ASSETS

	Total	Leasehold properties & Improvements	Vehicles & Office Equipment
	£000	£000	£000
Group			
Cost at 31st January 1988	400	107	293
Additions at cost	174	—	174
Disposals	(19)	—	(19)
Cost at 31st January 1989	555	107	448
Depreciation at 31st January 1988	76	20	56
Provision for year	130	36	94
Eliminated on disposals	(7)	—	(7)
Depreciation at 31st January 1989	199	56	143
Net book amount at 31st January 1989	356	51	305
Net book amount at 31st January 1988	324	87	237
Company			
Cost at 31st January 1988	397	107	290
Additions at cost	145	—	145
Disposals	(16)	—	(16)
Cost at 31st January 1989	526	107	419
Depreciation at 31st January 1988	75	20	55
Provision for year	123	36	87
Eliminated on disposals	(6)	—	(6)
Depreciation at 31st January 1989	192	56	136
Net book amount at 31st January 1989	334	51	283
Net book amount at 31st January 1988	322	87	235

12. INVESTMENT PROPERTY

	Long Leasehold £000	Freehold £000	Total £000
Group			
Cost or Valuation at 31st January 1988	114	19,513	19,627
Net Disposals	—	(8,032)	(8,032)
Additions at cost	16,111	16,070	32,181
Revaluation (note 20)	3,379	15,175	18,554
At 31st January 1989	19,604	42,726	62,330

The investment property has been revalued by independent valuers on an open market basis as follows:

Group	Valuation Date	1989 £000	1988 £000
Grant and Partners	1/12/88		
At Cost		31,392	
At Valuation		48,314	
Healey and Baker	30/11/88; 22/9/88		
At Cost		8,238	
At Valuation		9,900	
W H Robinson	24/10/88		
At Cost		2,830	
At Valuation		2,800	
Henry Butcher & Co.	15/10/87		
At Cost		—	[illegible]
At Valuation		—	[illegible]

The remaining investment properties of £1,316,000 were valued by the directors at cost.

13. INVESTMENTS

	Group		Company	
	1989	[illegible]	1989	[illegible]
	£000	[illegible]	£000	[illegible]
Saudi Steel Reinforcements Ltd	40	[illegible]	40	[illegible]
Ashfield Holdings Ltd	50	[illegible]	50	[illegible]
Shares in subsidiary companies	—		2,184	[illegible]
	90	[illegible]	2,274	[illegible]

A list of the company's principal subsidiaries are shown in note 23 of these financial statements.

14. STOCKS

	1989	[illegible]
	£000	[illegible]
Work-in-progress and long-term contracts:		
Cost plus attributable profit less provision for losses	8,526	[illegible]
Less: progress payments received and receivable	(4,206)	
	4,320	[illegible]
Properties held as trading stock	53,651	[illegible]
	57,971	[illegible]

Long-term contracts consists of property in the course of development. For the year to the 31st January 1989 attributable profit of £NIL (1988: £3,544,000) was included in accordance with SSAP 9. This constituted a departure from the Companies Act 1985, but was necessary to show a true and fair view.

Interest on capital borrowed to finance construction is included in work-in-progress to the extent of £727,000 (1988: £302,000). Payments received on account in excess of the value of the work done on related contracts are included within creditors.

15. DEBTORS

	Group		Company	
	1989	[illegible]	1989	[illegible]
	£000	[illegible]	£000	[illegible]
Trade debtors	25,396	[illegible]	—	
Amounts owed by group companies	—		13,893	[illegible]
Other debtors	2,642	[illegible]	1,179	[illegible]
Prepayments and accrued income	215	[illegible]	189	[illegible]
	28,253	[illegible]	15,261	[illegible]

Amounts falling due after more than one year and included in the debtors above are:

	1989	[illegible]	1989	[illegible]
	£000	[illegible]	£000	[illegible]
Advance corporation tax recoverable	311	[illegible]	311	[illegible]
Trade debtors	8,800		—	
	9,111	[illegible]	311	[illegible]

16. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group	Company
	1989	1989
	£000	£000
Bank overdrafts and term loans	26,349	2,258
Trade creditors	1,561	155
Corporation tax	5,918	1,505
Social Security costs	137	137
Accruals and deferred income	16,611	771
Dividends payable	1,014	933
Amounts due to group companies	—	6,388
	51,590	12,147

17. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group	Company
	1989	1989
	£000	£000
Loans: repayable within		
1–2 years	24,997	13
2–5 years	44,310	—
Amounts due to group companies	—	—
	69,307	13

Bank overdrafts and loans are secured against properties held by group companies. The major proportion of these loans would be repayable when the underlying properties are sold. Cash at bank and in hand includes secured deposits of £5,900,000.

18. PROVISION FOR LIABILITIES AND CHARGES

Deferred taxation	Group		Company	
	Provided in Accounts	Amount Unprovided	Provided in Accounts	Amount Unprovided
	1989	1989	1989	1989
	£000	£000	£000	£000
Accelerated capital allowances	242	—	14	-
Timing differences	36	—	51	—
On property revaluation	—	6,493	—	—
	278	6,493	65	—

19. SHARE CAPITAL

	1989
	£000
Authorised	
30,000,000 ordinary shares of 5p each	1,500
18,929,630 5.25% Convertible Cumulative Redeemable Preference Shares 2012 of £1 each	18,930
	20,430

	1989
Share Capital at 31.1.89	£000
Allotted called-up and fully paid 18,679,630 (1988: 18,929,630) ordinary shares of 5p each	933
18,179,630 1988: (18,929,630) 5.25% Convertible Cumulative Redeemable Preference Shares 2012 of £1 each	18,180
	19,113

The 18,179,630 Preference Shares are convertible into 4,663,075 Ordinary Shares at per ordinary share from September 1990 to September 2006.

Options over the ordinary shares in the company have been ted to directors and employees under the company's Share Option Schemes, details of which are as follows:

1988 SENIOR EXECUTIVE SHARE OPTION SCHEME	*Option Price per share*	*Number of shares*
Option Period Ending	£	
8th June 1998	3.21	400,000
6th July 1998	3.25	60,000
7th October 1998	3.25	60,000
ORDINARY SHARE OPTION SCHEME		
Option Period Ending		
28th January 1997	0.97	257,290
29th September 1997	3.44	465,988
11th May 1998	2.77	217,680

20. RESERVES

	Capital Redemption Reserve	Revaluation Reserve	Other Reserves	Profit & Loss Account
	£000	£000	£000	£000
Group				
At 31st January 1988	—	59	291	6,428
Profit retained	—	—	—	7,548
Net deficit on buy back of shares	—	—	—	(413)
Transfer to capital redemption reserve	762	—	—	(762)
Net revaluation of investment property (Note 12)	—	18,495	—	—
At 31 January 1989	762	18,554	291	12,801

Company

At 31st January 1988	—	—	1,987	2,118
Profit retained	—	—	—	616
Net deficit on buy back of shares	—	—	—	(413)
Transfer to capital redemption reserve	762	—	—	(762)
At 31 January 1989	762	—	1,987	1,559

21. CONTINGENT LIABILITIES

There are no material contingent liabilities.

22. CAPITAL COMMITMENTS

There are no material capital commitments (1988 £11 million).

23. PRINCIPAL SUBSIDIARY COMPANIES

Name of Company	Nature of business	Percentage of Ordinary Share capital
Aycliffe and Peterlee Investment Company Limited	Investment	100%
Aycliffe and Peterlee Development Company Limited	Development	100%
Coltil Limited	Trading	100%
Helical Investment Holdings Limited	Investment dealing and financial services	100%
Helical Properties Limited	Investment development and trading	100%
Helical Properties (HSM) Limited*	Investment and trading	100%
Helical Properties Investment Limited	Investment	100%
Helical Properties (MF) Limited	Investment and trading	100%
Helical Properties (RS) Limited	Investment and trading	100%
Helical Properties (Western) Limited	Trading	100%
Intercontinental Land & Development Company Limited*	Development	92.5%
Intercontinental Land & Development (Cardiff) Limited*	Development	75%
Intercontinental Land (City Road) Limited	Development	100%
Intercontinental Land Tritec Limited*	Development	80%

All principal subsidiaries operate in the United Kingdom.

*Ordinary capital held in whole or part by a subsidiary company.

REPORT OF THE AUDITORS

To the members of Helical Bar plc.

We have audited the financial statements on pages 20 to 33 in accordance with approved Auditing Standards.

In our opinion the financial statements, which have been prepared under the historical cost convention, as modified by the revaluation of investment properties, give a true and fair view of the state of affairs of the Company and the Group at 31st January 1989 and of the profit and source and application of funds of the Group for the year then ended and comply with the Companies Act 1985.

Grant Thornton
Chartered Accountants
London 20 April 1989

Grant Thornton

FIVE YEAR REVIEW

	1989 £000	1988 £000	1987 £000	1986 £000	1985 £000
Turnover	123,530	43,807	31,630	7,323	6,795
Rental income	6,466	1,764	301	—	—
Operating profit/(loss)	21,129	8,959	6,942	529	(67)
Profit/(loss) before taxation	15,106	7,164	6,667	488	(33)
Profit/(loss) after taxation	10,100	4,733	4,222	248	(89)
Dividends	2,079	848	72	—	—
Profit retained/(loss)	7,548	2,976	3,439	29	(134)
Dividend net per share	5.8p	3.4p	0.4p	—	—
Earnings/(loss) per share	45.7p	22.1p	20.2p	0.7p	(0.8p)
Equity capital employed	51,908	26,730	4,907	1,068	903
Net assets per share	301p*	112p	25.5p	5.8p	5.8p

*Includes surplus on Directors valuation of trading stock of £18,583,000 before allowing for taxation.

FINANCIAL CALENDAR

Year ended 31st January, 1989

RESULTS ANNOUNCED AND FINAL DIVIDEND PROPOSED	20TH APRIL, 1989
ANNUAL GENERAL MEETING TO BE HELD	8TH JUNE, 1989
FINAL DIVIDEND PAYABLE	3RD JULY, 1989

Half year ending 31st July, 1989

RESULTS AND INTERIM DIVIDEND ANNOUNCED	OCTOBER, 1989
INTERIM DIVIDEND PAYABLE	NOVEMBER, 1989

Year ending 31st January, 1990

RESULTS AND FINAL DIVIDEND ANNOUNCED	APRIL, 1990
FINAL DIVIDEND PAYABLE	JULY, 1990

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Seventieth Annual General Meeting of Helical Bar plc will be held at the Park Lane Hotel, Piccadilly, London W1 on 8th June, 1989 at 10.30 am for the following purposes:

As Ordinary Business

1 To receive and consider the Directors' report and the financial statements for the year ended 31st January, 1989

2 To declare a final dividend of 5p per share on each ordinary 5p share

3 To re-elect Mr N McNair Scott a Director under Article 107

4 To re-elect Mr C D Scott a Director under Article 112

5 To reappoint Grant Thornton as auditors of the Company and to authorise the Directors to fix their remuneration.

As special business to consider and, if thought fit, to pass the following resolutions of which resolutions 7 and 8 will be proposed as ordinary resolutions and resolutions 6, 9 and 10 will be proposed as special resolutions

6 THAT, conditional upon the passing of the Resolution set out in the notice of separate General Meeting of the holders of 5.25 per cent. Convertible Redeemable Preference Shares 2012 of £1 each in the capital of the Company and the Resolution set out in the notice of separate General Meeting of the holders of Ordinary Shares of 5p each in the capital of the Company each dated 12th May 1989, the Articles of Association of the Company be and are hereby altered by the deletion from Article 17(a) of the words "or representing by proxy at least one-third in nominal value of the issued shares of the class in question" and substituting thereafter the words "shares of the class in question or their proxies".

7 THAT the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of Ordinary Shares of 5p each in the capital of the Company ("Ordinary Shares"), provided that:

(a) the maximum number of Ordinary Shares hereby authorised to be purchased is 1,642,963

(b) the maximum price which may be paid for an Ordinary Share is an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share as derived from The Stock Exchange Daily Official List for the ten business days immediately preceding the day on which the Ordinary Share is purchased;

(c) the minimum price which may be paid for an Ordinary Share is 1p per Ordinary Share;

(d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 1990, or 31st July, 1990 whichever is the earlier, unless such authority is renewed prior to such time; and

(e) the Company may make a contract to purchase the Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract.

8 THAT the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of 5.25 per cent. Convertible Redeemable Preference Shares 2012 of £1 each in the capital of the Company ("Preference Shares") provided that:

(a) the maximum number of Preference Shares hereby authorised to be purchased is 1,817,963.

(b) the maximum price which may be paid for a Preference Share is an amount equal to 105 per cent. of the average of the middle market quotations for a Preference Share as derived from The Stock Exchange Daily Official List for the ten business days immediately preceding the day on which the Preference Share is purchased;

(c) the minimum price which may be paid for a Preference Share is 1p per Preference Share;

(d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 1990, or 31st July, 1990 whichever is the earlier, unless such authority is renewed prior to such time; and

(e) the Company may make a contract to purchase the Preference Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Preference Shares in pursuance of any such contract.

9 THAT the Directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985, to allot equity securities (as defined in Section 94 of that Act) pursuant to the authority conferred by resolution number 7 at the Annual General Meeting of the Company held on 8th June, 1988 as if Section 89 of that Act did not apply to any such allotment provided that this power shall be limited to:

(a) the allotment of equity securities in connection with a rights issue in favour of Shareholders on the register of members at such record date or dates as the Directors may determine for the purposes of the issue where the equity securities respectively attributable to the interests of all Shareholders are proportionate (as nearly as may be) to their respective entitlements at such record date or dates so determined (for which purpose the holders of the 5.25 per cent. Convertible Redeemable Preference Shares 2012 of £1 each in the Company shall, if appropriate, be treated as if they had exercised their conversion rights) provided that the Directors may make such arrangements in respect of overseas shareholders and in respect of fractional entitlements as they consider necessary or expedient; and

(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate maximum nominal amount of £46,699; and shall expire on the date of the next Annual General Meeting of the Company after the passing of this Resolution, or on 31st July 1990, if earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

10 THAT the Articles of Association of the Company be and are hereby further altered by the insertion into Article 94(B)(ii) between the words "capital redemption reserve" and "and credit balance" of the words "revaluation reserve".

By Order of the Board
12th May, 1989

P A Tampin
Secretary

11 Bruton Place
London W1X 7AB
Registered No. 156663

Notes:

a) Holders of Ordinary Shares and holders of Convertible Preference Shares are entitled to attend; holders of Ordinary Shares are entitled to vote on all the resolutions proposed at the Annual General Meeting but holders of Convertible Preference Shares may only vote on resolution 7.

b) Any member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. Any such proxy need not be a member of the Company. If you are unable to attend the Annual General Meeting please complete and return, in the case of holders of Ordinary Shares, the white Form of Proxy and, in the case of holders of Convertible Preference Shares, the pink Form of Proxy so as to reach the Royal Bank of Scotland Registrars Department at PO Box 27, 34 Fettes Row, Edinburgh EH3 0EU or 29 Gresham Street, London EC2V 7AN as soon as possible and in any event so as to reach there not later than 48 hours before the time appointed for holding the Meeting.

c) Copies of the Directors' contracts of service will be available at the Registered Office of the Company during normal business hours on any weekday (Saturday and public holidays excluded) from the date of this notice until the date of the Meeting and will then be available for inspection at the place of Meeting 15 minutes prior to and during the Meeting.

d) The Register of Directors' Shareholdings and Transactions will be available for reference at the commencement of and during the continuance of the Meeting.

Nigel McNair Scott, Clive Scott and Mike Slade at their new offices in Farm Street, Mayfair