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PLEXUS HOLDINGS LIMITED

(Company Number: 3322928)

DIRECTORS' REPORT AND ACCOUNTS

30 JUNE 2004

Anderson Anderson & Brown

Chartered Accountants

PLEXUS HOLDINGS LIMITED
DIRECTORS' REPORT

Directors:	B H Van Bilderbeek	
	A L Carmona de Mota	(appointed 4 February 2005)
	M A Robertson	(appointed 4 February 2005)
	J J Thrall	(appointed 4 February 2005)
Secretaries:	Ledingham Chalmers	
Registered office:	Plexus House, 1 Cromwell Place, London	

The directors submit their report and the audited accounts of the company for the year ended 30 June 2004.

RESULTS AND DIVIDENDS

The profit for the year, amounting to £nil (2003 - £nil), has been dealt with as shown in the profit and loss account. No dividends were paid during the year (2003 - £nil).

PRINCIPAL ACTIVITY AND REVIEW OF BUSINESS DEVELOPMENTS

The principal activity of the company is to act as a holding company for its subsidiary.

DIRECTORS AND DIRECTORS' INTERESTS

The directors of the company during the year ended 30 June 2004 was as noted above.

According to the register maintained as required under the Companies Act 1985, the directors' interests in the share capital of the company during the year were as follows:

	Redeemable preference shares of £1 each 2004 & 2003	Ordinary shares of £1 each 2004 & 2003
B H Van Bilderbeek	200,000	60,000

Director

PLEXUS HOLDINGS LIMITED
STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the director 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:

(a) select suitable accounting policies and then apply them consistently;

(b) make judgements and estimates that are reasonable and prudent;

(c) state whether or not applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the accounts; and,

(d) 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 which 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF PLEXUS HOLDINGS LIMITED

We have audited the accounts on pages 4 to 8 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of accounts in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether or not the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the accounts, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of opinion

We conducted our audit in accordance with United Kingdom 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 or not 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 the company's affairs as at 30 June 2004 and of its results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Anderson Anderson & Brown

Anderson Anderson & Brown
Chartered Accountants
Registered Auditors
Aberdeen

28 September 2005

PLEXUS HOLDINGS LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 JUNE 2004

	2004 £	2003 £
Loan interest payable	(32,206)	(35,372)
Loan interest receivable	32,206	35,372
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	£ -	£ -

The company has made no gains or losses other than as reported above.

Movements on reserves are set out in Note 7.

PLEXUS HOLDINGS LIMITED
BALANCE SHEET – 30 JUNE 2004

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	Note	2004 £	2003 £
FIXED ASSETS			
Investments	3	868,443	868,443
DEBTORS: *amounts due after more than one year*	4	1,390,760	1,403,181
TOTAL ASSETS LESS CURRENT LIABILITIES		2,259,203	2,271,624
CREDITORS: *amounts due after more than one year*	5	486,240	498,661
		£ 1,772,963	£ 1,772,963
CAPITAL AND RESERVES			
Called up share capital	6	600,000	600,000
Share premium account	7	1,140,000	1,140,000
Profit and loss account	7	32,963	32,963
SHAREHOLDERS' FUNDS	7	£ 1,772,963	£ 1,772,963

Signed on behalf of the board of directors

Director – M A Robertson

28/9/05 *Date*

1. ACCOUNTING POLICIES

(a) *Basis of accounts preparation*

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

(b) *Group accounts*

The company is entitled to the exemption granted by Section 248 of the Companies Act 1985 for small and medium sized groups not to prepare group accounts.

(c) *Investments*

Company investments held in the share capital of its subsidiary company are stated at cost.

2. TAXATION

No tax charge arises due to no profits being made in the year.

3. INVESTMENTS

	2004	2003
Investment in subsidiary	£ 868,443	£ 868,443

The subsidiary undertaking is:

Plexus Ocean Systems Ltd

Country of incorporation:	Scotland
Holding:	Ordinary shares
Nature of business:	Design and sale of equipment for the underwater drilling and mining industry
Proportion of shares held:	100%
Aggregate capital and reserves at 30 June 2004:	£(671,429)
Loss for the year to 30 June 2004:	£(8,118)

4. DEBTORS: *amounts due after more than one year*

	2004	2003
Amounts due from subsidiary undertaking	£ 1,390,760	£ 1,403,181

5. CREDITORS: *amounts due after more than one year*

	2004	2003
Amounts due to holding company	£ 486,240	£ 498,661

6. CALLED UP SHARE CAPITAL

	2004 & 2003 £
Authorised:	
'A' Ordinary shares of £1 each	100,000
'B' Ordinary shares of £1 each	100,000
7.5% cumulative convertible redeemable preference shares of £1 each	400,000
	£ 600,000
Allotted, called up and fully paid:	
'A' Ordinary shares of £1 each	100,000
'B' Ordinary shares of £1 each	100,000
7.5% cumulative convertible redeemable preference shares of £1 each	400,000
	£ 600,000

7. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	Share capital	Share premium account	Profit and loss account	Total
At 30 June 2002, 2003 and 2004	£ 600,000	£ 1,140,000	£ 32,963	£ 1,772,963

8. ULTIMATE HOLDING COMPANY

The ultimate holding company is Plexus International Limited, a company incorporated in the Turks and Caicos Islands.

9. RELATED PARTIES

Control

Throughout the year the company was controlled by the directors of the company. Details of the directors' interests in the company's share capital is set out in the directors' report.

Transactions

During the year the company entered into the following transactions with related parties:

Related party	**Transaction**	**£**	**Balance at year end £**
Plexus Ocean Systems Ltd	Loan interest receivable	32,206	1,390,760
Plexus International Ltd	Loan interest payable	(32,206)	(486,240)