



**Gibraltar Joinery and Building
Services Limited**

**Annual report
for the year ended 31 December 2005**

Registered number: 25860

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Gibraltar Joinery and Building Services Limited

Annual report for the year ended 31 December 2005

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Directors' report for the year ended 31 December 2005

The directors present their report and the audited financial statements of the company for the year ended 31 December 2005.

Principal activities

The company is registered in Gibraltar and its principal activity during the year was that of building and joinery contractors.

Review of business and future developments

The year under review was marked, inter alia, by the move of the company to new premises at the North Mole consequent to the need to release the occupied site at South Pavilion Road to the Gibraltar Government for residential building development.

Part of the relocation costs were met by the Government by way of grants totalling £165,000. In addition to this a loan of £160,000, (repayable with interest thereon at the Bank of England Repo Rate in twenty monthly instalments), was made to the Company by Gibraltar Land (Holdings) Limited for the erection of a storage building within the new site.

Significant capital and revenue expenditure was incurred in the year of review by the Company in setting up its operations at the new site. The capital expenditure amounted to £588,310 and this is shown, net of the capital grant made by the Government, in the Company's balance sheet as at 31 December 2005.

The year's revenue expenditure on the move to the North Mole premises is reflected in the Company's overall expenditure for the year which amounted to approximately £6.95M (an increase of 24.87% on the spend for 2004). This contrasts with a smaller increase in the turnover which rose by just over 20% to £6.8M.

There was, consequently, a reduced gross profit of £325,687 (down by 38.82% on 2004) and an overall loss for the year of £60,152 after writing back a provision of £17,763 for deferred tax.

However, as already stated, the Company's turnover increased in the year by just over 20% and the directors consider that the present level of activity will be sustained in the foreseeable future.

Results and dividends

The company's loss for the financial year after taxation is £60,152 (2004 profit: £82,136). The directors do not recommend the payment of a dividend and the retained loss for the year of £60,152 (2004 profit: £82,136) will be carried forward in the reserves.

Directors

The directors who held office during the year are given below:

M Estella	(Managing)
J J Capurro	(Non-executive)
W A Crisp	(Non-executive)

Directors' report for the year ended 31 December 2005 – continued**Statement of directors' responsibilities**

Gibraltar company law requires the directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the company and of its profit or loss for that period. In preparing those financial statements, 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 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 confirm that they have complied with the above requirements in preparing the financial statements and that Gibraltar Accounting Standards have been applied in their preparation.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Gibraltar Companies Ordinance and other applicable legislation. 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.

Financial risk management

The company's operations expose it to a variety of financial risks that include the effects of credit risk, liquidity risk and interest rate risk. The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company by monitoring levels of currency exposure.

The policies set by the board of directors are implemented by the company's finance department and sets out specific guidelines to manage interest rate and credit risk.

(a) Currency risk

The company is exposed to currency risk in respect of its purchases of goods denominated in foreign currencies. The most significant currency to which the company is exposed is the Euro. As the majority of the company's purchases are denominated in sterling and all euro denominated purchases are made in cash, the company has very little exposure to currency risk.

(b) Credit risk

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. The company has implemented policies that require appropriate credit checks on potential customers before contracts for services are entered into with them. As the majority of the company's sales contracts are with the Government of Gibraltar, the company's exposure to credit risk is limited.

(c) Liquidity risk

The company actively maintains a mixture of long-term and short-term finance that is designed to ensure that the company has sufficient available funds for operations.

(d) Cash flow interest rate risk

The company is exposed to changes in interest rates, primarily due to its financing and cash management activities.

Directors' report for the year ended 31 December 2005 – continued

Auditors

The auditors, PricewaterhouseCoopers Limited, have indicated their willingness to continue in office. A resolution concerning their reappointment will be proposed at the annual general meeting.

By order of the Board



D D Tirathdas
Company secretary

Gibraltar, 3 July 2006

**Independent auditors' report to the members of
Gibraltar Joinery and Building Services Limited**

We have audited the financial statements on pages 6 to 20. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and Gibraltar Accounting Standards (Gibraltar Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities which is included in the directors' report.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 182 of the Companies Ordinance and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Ordinance, the Companies (Accounts) Ordinance 1999 and other applicable legislation. We also report to you if, in our opinion, 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 other transactions is not disclosed.

We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing. 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 judgments 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.

**Independent auditor's report to the members of
Gibraltar Joinery and Building Services Limited - continued**

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with Gibraltar Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2005 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Ordinance, the Companies (Accounts) Ordinance 1999 and other applicable legislation; and
- the information given in the directors' report is consistent with the financial statements.

PricewaterhouseCoopers

PricewaterhouseCoopers
Registered auditors

Gibraltar, 30th August 2006

Profit and loss account for the year ended 31 December 2005

	Note	2005 £	Restated 2004 £
Turnover – continuing operations	1 & 3	6,814,004	5,670,751
Cost of sales		(6,488,317)	(5,138,382)
Gross profit		325,687	532,369
Administrative expenses		(460,343)	(426,392)
Operating (loss)/profit – continuing operations	4	(134,656)	105,977
Other income	6	53,373	5,290
Interest receivable and similar income	7	4,130	3,516
Interest payable and similar charges	8	(762)	-
(Loss)/profit on ordinary activities before taxation		(77,915)	114,783
Taxation	9	17,763	(32,647)
Retained (loss)/profit for the financial year	16	(60,152)	82,136

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

There is no difference between the loss on ordinary activities before taxation and the retained loss for the year stated above and their historical cost equivalents.

Balance sheet as at 31 December 2005

	Note	2005 £	2004 £
Fixed assets			
Tangible assets	10	671,126	176,486
Current assets			
Stocks	11	870,753	1,441,860
Debtors	12	1,319,588	1,516,474
Cash at bank and in hand	19	237,287	96,083
		2,427,628	3,054,417
Creditors: amounts falling due within one year	13	(1,431,611)	(1,566,130)
Net current assets		996,017	1,488,287
Total assets less current liabilities		1,667,143	1,664,773
Creditors: amounts falling due after more than one year	14	(62,522)	-
Net assets		1,604,621	1,664,773
Capital and reserves			
Called up share capital	15	1,000,000	1,000,000
Profit and loss account	16	604,621	664,773
Equity shareholders' funds	17	1,604,621	1,664,773

The financial statements on pages 6 to 20 were approved by the board of directors on 31st July 2006 and were signed on its behalf by:



M Estella
Managing Director



W A Crisp
Director

Cash flow statement for the year ended 31 December 2005

	Note	2005 £	2004 £
Net inflow/(outflow) from operating activities	18	1,030,940	(269,722)
Return on investments and servicing of finance			
Interest received on bank deposits		4,130	3,516
Taxation		(32,863)	(5,020)
Capital expenditure and financial investment			
Receipt of capital grant	10	116,917	-
Proceeds on sale of tangible fixed assets		-	1,600
Purchase of tangible fixed assets	10	(706,442)	(62,641)
Net cash outflow from capital expenditure and financial investments		(589,525)	(61,041)
Cash flow before management of liquid resources and financing		412,682	(332,267)
Management of liquid resources			
Decrease in cash placed on short term deposit		-	27,304
Financing			
Receipt of Government loan		158,522	-
(Repayment)/receipt of Government short-term advances		(430,000)	134,550
Net cash (outflow)/inflow from financing		(271,478)	134,550
Increase in cash	19	141,204	(170,413)

Reconciliation of net cash flow to movement in net funds

	Note	2005 £	2004 £
Increase/(decrease) in cash during the year		141,204	(170,413)
Receipt of Government loan		(158,522)	-
Short-term advances		430,000	(134,550)
Cash flow from management of liquid resources		-	(27,304)
Movement in net funds for the year	19	412,682	(332,267)
Net debt at 1 January		(388,467)	(56,200)
Net funds/(debt) at 31 December	19	24,215	(388,467)

Notes to the financial statements for the year ended 31 December 2005**1 Accounting policies**

These financial statements have been prepared under the historical cost convention, the accounting policies set out below, applicable legislation and in accordance with Gibraltar Accounting Standards.

The Gibraltar legislation applied in the preparation of these financial statements includes the Companies Ordinance and the Companies (Accounts) Ordinance 1999.

Restatement of comparative figures

Rents receivable were previously included within turnover. Rental income is now shown under 'Other income'.

Rents of £5,290 receivable during 2004 has been reclassified as other income and turnover for 2004, as previously stated, has been reduced by the corresponding amount.

The restatement does not impact on the results, either in the current or prior year, nor does it impact on the net assets of the company either as at 31 December 2004 or 2005.

Turnover

Turnover comprises the value of contracting work executed on long term contracts during the year and the invoiced value of other goods and services supplied.

Rental income

Rent is received in relation to the letting of space on the company's premises. Rental income is accounted for on an accruals basis.

Foreign currencies

Transactions denominated in foreign currency are translated at the exchange rate ruling on the date of the transaction. Assets and liabilities denominated in foreign currencies are translated at the rates of exchange prevailing at the year-end. Exchange gains and losses are dealt with in the profit and loss account.

Government grants

The company has received financial assistance from the Government of Gibraltar in relation to the moving of premises and the enhancement of those premises.

(a) Revenue grant

The revenue received from the Government is matched against the expenses incurred by the company in connection with the moving of premises and are dealt with in the profit and loss account in the period to which the expenses relate.

(b) Capital grant

Where a grant is made as a contribution towards expenditure on fixed assets, the grant is deducted from the purchase cost or production cost of the related asset, with a consequent reduction in the annual charge of depreciation.

Government grants are not recognised until the conditions for their receipt have been complied with and there is reasonable assurance that the grant will be received.

Notes to the financial statements for the year ended 31 December 2005 - continued**1 Accounting policies - continued****Fixed assets**

Tangible fixed assets are carried at cost. Cost represents purchase cost together with any incidental costs of acquisition.

Depreciation is calculated so as to write off the cost of tangible fixed assets, less their estimated residual values, on a straight-line basis over the expected useful economic lives of the assets concerned which are considered to be:

Motor vehicles	4 to 10 years
Fixed plant, machinery and equipment	5 to 15 years
Office equipment	4 years

No depreciation is provided against assets under construction until they are brought into use.

Impairment reviews are conducted if events or changes in circumstances indicate that the carrying amount of fixed assets may not be recoverable.

Capitalisation of own labour

Direct labour costs and the indirect overheads related to those cost have been capitalised to the extent that they relate to the improvements of the asset in the course of construction.

Pensions

The company participated in three separate fully funded defined-contribution schemes. The cost of these contributions is charged against profit in the period to which the contributions relate.

Stocks and work in progress, excluding long-term contracts

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

In the case of stocks of materials and consumables, cost is determined on a weighted average basis and includes transport and handling costs.

In the case of short term work in progress, which represents minor construction contracts with a value under £5,000, costs include all direct expenditure and production overheads based on a normal level of activity.

Where necessary, provision is made for obsolete, slow moving and defective stocks.

Long-term contracts

Long-term contracts represents major construction contracts with a value of £5,000 or greater. Costs include all direct expenditure and production overheads based on a normal level of activity.

Turnover on long-term contracts is recognised according to the stage reached in the contract by reference to the value of work done. A prudent estimate of the profit attributable to work completed is recognised once the contract is substantially complete, normally 70% complete, and the outcome of the contract can be assessed with reasonable certainty.

The excess of payments received over the amounts recognised as turnover is classified under creditors due within one year.

Provision is made for all losses expected to arise up to the completion of contracts in progress or entered into up to the balance sheet date, whether or not work has commenced.

Notes to the financial statements for the year ended 31 December 2005**1 Accounting policies - continued****Amounts recoverable on contracts**

Amounts recoverable on contracts represents the excess of the turnover recognised in the accounts (see long-term contracts above) over the amount invoiced to clients.

Current taxation

Provision is made at the applicable rate for corporation tax payable on the results for the year, as adjusted for tax purposes.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date. Timing differences are differences between the taxable profits and the results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted by the balance sheet date.

Cash flow statement

Cash flows are defined as increases or decreases in cash. Cash includes cash in hand and deposits with banks repayable on demand. Deposits are repayable on demand if they are in practice available within twenty-four hours. Liquid resources, for cash flow purposes, are classified as deposits with banks which are repayable after more than one day.

2 Segmental reporting

The company's activities consist solely of the completion of building and joinery contracting in Gibraltar.

Notes to the financial statements for the year ended 31 December 2005 - continued

3 Related party transactions

The Government of Gibraltar is the ultimate beneficial owner of the shares in the company. Government of Gibraltar departments and their sponsored bodies are the company's principal clients as shown by the analysis of turnover below.

	2005 £	2004 £
Analysis of turnover		
Government of Gibraltar departments and sponsored bodies	6,369,669	5,161,405
Commercial work	444,335	509,346
	6,814,004	5,670,751

All of the services provided by the company to Government of Gibraltar departments and their sponsored bodies are on normal commercial terms.

During the year, the company received a grant from the Government of Gibraltar for the relocation to new premises and for the improving of those new premises. The grant has been treated as follows within these financial statements

	2005 £	2004 £
Revenue grant to cover relocation costs	48,083	-
Capital grant for improvements to property (note 10)	116,917	-
Grant received from the Government of Gibraltar	165,000	-

Notes to the financial statements for the year ended 31 December 2005 - continued

3 Related party transactions - continued

The amounts due by Government of Gibraltar departments and their sponsored bodies as at the balance sheet date, for services provided by the company, and those due to the Government under the various headings are shown below.

	2005 £	2004 £
Amounts due from Government of Gibraltar departments and their sponsored bodies		
Trade debtors	723,985	417,743
Amounts due to the Government of Gibraltar		
Short term advance	(54,550)	(484,550)
Loan	(158,522)	-
Taxation and social security	(367,114)	(201,647)
Corporation tax	(34,676)	(67,539)
Other items which are not yet due from		
Work in progress	638,224	1,034,519
Amounts recoverable on contracts	550,277	937,421
Deferred income	(346,117)	(68,829)

4 Operating (loss)/profit

	2005 £	2004 £
Operating (loss)/profit is stated after charging:		
Wages and salaries	2,333,737	1,694,649
Social security costs	126,017	107,485
Other pension costs (see note 20)	148,602	126,214
Staff costs	2,608,356	1,928,348
Capitalisation of own labour	(122,231)	-
Depreciation of tangible fixed assets	94,885	93,560
Loss on sale of tangible fixed assets	-	796

Notes to the financial statements for the year ended 31 December 2005 – continued

5 Employee information

The average monthly number of persons (including executive directors) employed by the company during the year was:

	2005 No.	2004 No.
By activity:		
Production	88	82
Administration	10	9
	98	91

Included in the average number of production employees is an average of nil trainees employed during 2005 (2004: 2).

6 Other income

	2005 £	Restated 2004 £
Rental income receivable	5,290	5,290
Government grant – revenue	48,083	-
	53,373	5,290

Notes to the financial statements for the year ended 31 December 2005 – continued

7 Interest receivable and similar income

	2005 £	2004 £
Bank interest receivable	4,130	3,516

8 Interest payable and similar charges

	2005 £	2004 £
Interest payable on Government loan (see note 14)	762	-

9 Tax on profit on ordinary activities

Analysis of charge in year

	2005 £	2004 £
Current tax		
Gibraltar corporation tax for the financial year at nil% (2004: 35%)	-	(39,010)
Deferred tax		
Originating timing differences (see note 12)	17,763	6,363
Tax on loss/profit on ordinary activities	17,763	(32,647)

(b) Factors affecting tax charge for the year

The company made a taxable loss during the year and as a result no taxation is payable.

Subject to the tax authority's agreement, the company has tax losses amounting to £97,177, which are available for offset against future trading profits.

	2005 £	2004 £
(Loss)/profit on ordinary activities before tax	(77,915)	114,783
Notional tax at nil% (2004: 35%)	-	40,174
Effects of:		
Expenses not deductible for tax purposes	-	-
Wear and tear allowances in excess of depreciation	-	(1,164)
Current tax charge for the year	-	39,010

Notes to the financial statements for the year ended 31 December 2005 – continued

10 Tangible fixed assets

	Motor vehicles £	Fixed plant £	Office equipment £	Assets under construction £	Total £
Cost					
At 1 January 2005	251,941	446,544	114,748	-	813,233
Additions	28,715	58,232	31,185	588,310	706,442
Government grant - capital	-	-	-	(116,917)	(116,917)
At 31 December 2005	280,656	504,776	145,933	471,393	1,402,758
Depreciation					
At 1 January 2005	194,776	355,854	86,117	-	636,747
Charge for year	34,915	43,875	16,095	-	94,885
At 31 December 2005	229,691	399,729	102,212	-	731,632
Net book value					
At 31 December 2005	50,965	105,047	43,721	471,393	671,126
At 31 December 2004	57,165	90,690	28,631	-	176,486

11 Stocks

	2005 £	2004 £
Stocks and work in progress		
Raw materials and consumables	232,529	340,131
Short term work in progress	60,603	67,210
Long term work in progress	577,621	1,034,519
	870,753	1,441,860

Notes to the financial statements for the year ended 31 December 2005 – continued

12 Debtors

	2005 £	2004 £
Amounts falling due within one year:		
Trade debtors	747,678	567,477
Other debtors	10,104	11,576
Prepayments and accrued income	707	-
Amounts recoverable on contracts	550,277	937,421
Deferred tax (see below)	10,822	-
	1,319,588	1,516,474

The deferred tax liability consists of accelerated wear and tear allowances and the movement on the liability is shown below:

	2005 £	2004 £
At 1 January	(6,941)	(13,304)
Released to the profit and loss account (see note 9)	17,763	6,363
At 31 December	10,822	(6,941)

	2005 £	2004 £
Deferred taxation provided in the accounts comprises		
Accelerated capital allowances	(23,190)	(6,941)
Unrelieved tax losses	34,012	-
At 31 December	10,822	(6,941)

Notes to the financial statements for the year ended 31 December 2005 – continued

13 Creditors: amounts falling due within one year

	2005 £	2004 £
Government advance	54,550	484,550
Government of Gibraltar - interest bearing loan (note 14)	96,000	-
Trade creditors	498,479	476,408
Other creditors	14,952	43,517
Taxation and social security	367,114	201,647
Corporation tax payable	34,676	67,539
Deferred tax (note 12)	-	6,941
Payments on account	-	190,701
Accruals and deferred income	365,840	94,827
	1,431,611	1,566,130

Included in other creditors are pension contributions payable amounting to £3,184 (2004: £7,104).

The advance from the Government of Gibraltar is interest free with no fixed date for repayment.

14 Creditors: amounts falling due after more than one year

	2005 £	2004 £
Government of Gibraltar – Loan	62,522	-

The government loan is repayable in 20 equal monthly instalments. The final instalment is due on 1 September 2007.

The loan is unsecured and carries interest at a rate of 7% per annum.

15 Called up share capital

	2005 £	2004 £
Authorised, issued and fully paid		
1,000,000 ordinary shares of £1 each	1,000,000	1,000,000

Notes to the financial statements for the year ended 31 December 2005 – continued

16 Profit and loss account

	2005 £	2004 £
At 1 January	664,773	582,637
Retained (loss)/profit for the financial year	(60,152)	82,136
At 31 December	604,621	664,773

17 Reconciliation of movements in shareholders' funds

	2005 £	2004 £
(Loss)/profit for the year and net addition to shareholders' funds	(60,152)	82,136
At 1 January	1,664,773	1,582,637
At 31 December	1,604,621	1,664,773

18 Cash flow from operating activities

	2005 £	Restated 2004 £
Operating (loss)/profit	(134,656)	105,977
Depreciation of tangible fixed assets	94,885	93,560
Loss on sale of tangible fixed assets	-	796
Other income	53,373	5,290
Decrease/(increase) in stocks	571,107	(259,101)
(Increase)/decrease in trade debtors	(180,201)	256,748
Decrease/(increase) in other debtors and amounts recoverable on contracts	388,616	(505,114)
Increase in trade creditors	22,071	208,723
(Decrease)/increase in other creditors	(28,565)	172,615
Increase/(decrease) in taxation and social security	165,467	(308,057)
Increase/(decrease) in accruals and deferred income	79,550	(41,159)
Net cash inflow/(outflow) from operating activities	1,030,940	(269,722)

Notes to the financial statements for the year ended 31 December 2005 – continued

19 Analysis of changes in net funds

	1 January 2005 £	Cash flow £	31 December 2005 £
Cash at bank and in hand	96,083	141,204	237,287
Government advance	(484,550)	430,000	(54,550)
Government loan	-	(158,522)	(158,522)
Net (debt)/funds	(388,467)	412,682	24,215

20 Pension commitments

The company participates in three separate pension schemes, which are all funded schemes of the defined contribution type with assets held in separate trustee administered funds.

By virtue of acquired employment rights, certain employees are members of either the Gibraltar Shiprepair Limited Provident Fund or the Gibraltar Provident Trust Fund Pension Scheme.

Other employees, who are not members of either of the above schemes, were given the option of joining a new separate scheme, the Gibraltar Provident Trust (No 2) Pension Scheme, which was formally launched on 1 November 2000.

The company's pension cost for the year is disclosed in note 4.

21 Controlling party

The immediate and ultimate parent undertaking is Gibraltar Investment (Holdings) Limited, a company incorporated in Gibraltar.

According to the register kept by the company, Gibraltar Investment (Holdings) Limited has a 100% interest in the share capital of Gibraltar Joinery and Building Services Limited as at 31 December 2005. The directors regard the Government of Gibraltar as the ultimate controlling party by virtue of its 100% interest in the share capital of Gibraltar Investment (Holdings) Limited.