

WESSEX WATER SERVICES FINANCE PLC

Accounts for the year to
30 June 2008

Registered in England and Wales No 3704265

DIRECTORS' REPORT

The directors present their report and accounts for the year to 30 June 2008

PRINCIPAL ACTIVITIES

The sole activity of the company is to issue bonds, the proceeds of which are lent to the immediate parent company Wessex Water Services Ltd

PROFIT AND DIVIDEND

There was no profit in the year (2007 - nil) The directors did not recommend the payment of a dividend in either year

CHARITABLE DONATIONS

There were no charitable donations in either year

DIRECTORS

The directors of the company during the year were,

C F Skellett
T K Harris

The following director has been granted ordinary share options of Malaysian Ringgit RM0 50 each in YTL Power International Berhad

	Opening number	Exercise price RM	Date of grant	Exercise date	Expiry date	Grant	Exercise	Closing number
TK Harris	1,200,000	1 32	13/12/2002	13/12/2005	29/11/2011	-	(400,000)	800,000

The market price of the shares exercised in the year was RM2 6407 and the gain on exercise was RM528,280 There are no other interests in shares of group companies that are disclosable in these accounts

DISCLOSURE OF INFORMATION TO AUDITORS

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that ought to have been taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

AUDITORS

In accordance with section 384 of the Companies Act 1985 a resolution to re-appoint KPMG Audit Plc as auditors of the company will be proposed at the Annual General Meeting



By order of the board
A J Phillips
Company secretary
10 September 2008

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations. Under Company law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

The financial statements are required by law to 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 these 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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 that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF WESSEX WATER SERVICES FINANCE PLC

We have audited the financial statements of Wessex Water Services Finance Plc for the year ended 30 June 2008, which comprise the Profit and Loss Account, Balance Sheet and the related Notes to the Accounts. These financial statements have been prepared under the accounting policies set out therein.

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 auditor's 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'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

The directors' responsibilities for preparing financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 2. Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. In addition we 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 read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 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.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 June 2008 and of its result for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants and Registered Auditor
100 Temple Street
Bristol
BS1 6AG
10 September 2008

PROFIT AND LOSS ACCOUNT
For the year to 30 June 2008

	NOTE	Year to 30.06.08 £000	Year to 30 06 07 £000
Turnover		-	-
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Operating profit	2	-	-
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Interest income	3	72,918	61,043
Interest expense	3	(72,918)	(61,043)
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Result for the year before and after taxation	8	-	-
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There were no recognised gains or losses in either year other than the result in each year

In both the current and preceding financial year, there was no difference between the historical cost profits and losses and those reported in the profit and loss account

The accompanying notes are an integral part of this profit and loss account

BALANCE SHEET
30 June 2008

	NOTE	30.06.08 £000	30.06.07 £000
Current assets			
Debtors - amounts falling due within one year	4	325,176	25,041
Short term cash investments		13	13
Debtors - amounts falling due after more than one year	4	1,069,967	1,204,028
		<u>1,395,156</u>	<u>1,229,082</u>
Creditors - amounts falling due within one year	5	(325,176)	(25,041)
Net current assets		<u>1,069,980</u>	<u>1,204,041</u>
Creditors - amounts falling due after more than one year	6	(1,069,967)	(1,204,028)
Net assets		<u>13</u>	<u>13</u>
Capital and reserves			
Called up equity share capital	7	13	13
Profit and loss account	8	-	-
Equity shareholders' funds	8	<u>13</u>	<u>13</u>

The accompanying notes are an integral part of this balance sheet

These accounts were approved by the board of directors on 10 September 2008 and signed on its behalf by



T K Harris
 Director

NOTES TO THE ACCOUNTS
For the year to 30 June 2008

1 Accounting policies

a. Basis of preparation

The accounts have been prepared on a basis consistent with last year, under the historic cost convention and in accordance with applicable accounting standards in the United Kingdom

b Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

c Cash flow

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare cash flow statements on the grounds that a parent undertaking includes the company in its own published consolidated financial statements

d Debt

Debt is initially stated at the amount of the net proceeds after deduction of issue costs. The carrying amount is increased by the finance cost in respect of the accounting year and reduced by payments made in the year

e Interest rate instruments

Interest rate instruments are used to hedge against interest movements on the company's external financing. Interest payable or receivable is accounted for on an accruals basis over the life of the hedge

2 Operating result

There were no expenses incurred by the company in either year, audit fees were borne by other group companies

	Year to 30.06 08 £000	Year to 30 06 07 £000
3 Net interest payable		
Interest payable		
On bond issues	72,918	61,043
Interest (receivable)		
From parent company	(72,918)	(61,043)
Net interest payable	<u> -</u>	<u> -</u>

4	Debtors	30.06 08	30 06 07
		£000	£000
	Debtors within one year		
	Loan due from parent company	299,733	-
	Interest receivable from parent company	25,443	25,041
		<u>325,176</u>	<u>25,041</u>
	Debtors over one year		
	Loans due from parent company	<u>1,069,967</u>	<u>1,204,028</u>
	The loans due from the parent company are the proceeds of the Bond Issues (see note 9) lent on to Wessex Water Services Ltd at the same terms as the bonds		
5	Creditors – amounts falling due within one year		
	Loans in less than one year	299,733	-
	Bank loans and overdrafts	25,443	25,041
		<u>325,176</u>	<u>25,041</u>
6	Creditors – amounts falling due after more than one year		
	Loans payable in 1 – 2 years	-	299,377
	Loans payable after 5 years	1,069,967	904,651
		<u>1,069,967</u>	<u>1,204,028</u>
7	Called up equity share capital		
	Ordinary shares of £1 each		
	Authorised – 50,000		
	Allotted, called up and fully paid – 13,000	<u>13</u>	<u>13</u>
8	Profit and loss account and equity shareholders' funds	Profit & Loss account	Share- holders' funds
		£000	£000
	At 1 July 2007	-	13
	Result for the year	-	-
	At 30 June 2008	<u>-</u>	<u>13</u>

9 Financial instruments

- a A loan repayable of £299,733k in less than one year is a £300,000k Bond Issue dated March 1999 repayable on 30 March 2009. It was a sterling borrowing at a fixed interest rate of 5.875%. In March 2001 £100,000k was converted to a variable rate Bond with the same redemption rate.

The fair value of the bond at 30 June 2008, the amount at which it could be exchanged in an arms length transaction between informed and willing parties other than a forced or liquidation sale, was £297,900k at market value (2007 - £297,600k), as was the fair value of the loan due from the parent company.

- b A loan repayable of £58,953k after 5 years is a £50,000k Index Linked Bond dated December 2001 repayable in July 2023, with an interest rate of 3.52% plus November inflation.

The fair value of the bond at 30 June 2008 was £66,300k at market value (2007 - £64,400k), as was the fair value of the loan due from the parent company.

- c A loan repayable of £345,475k in more than 5 years is a £350,000k Bond Issue dated October 2003 repayable in October 2033. It was a sterling borrowing at a fixed interest rate of 5.75%.

The fair value of the bond at 30 June 2008 was £324,100k at market value (2007 - £349,800k), as was the fair value of the loan due from the parent company.

- d A loan repayable of £197,894k in more than 5 years is a £200,000k Bond Issue dated March 2005 repayable in March 2028. It was a sterling borrowing at a fixed interest rate of 5.375%.

The fair value of the bond at 30 June 2008 was £174,400k at market value (2007 - £188,600k), as was the fair value of the loan due from the parent company.

- e A loan repayable of £158,587k in more than 5 years is a £150,000 Index Linked Bond dated July 2006, of which £75,000k is repayable in July 2046 and £75,000 in July 2051, with an interest rate of 1.75% plus January inflation.

The fair value of the bond at 30 June 2008 was £191,100k at market value (2007 - £148,100k), as was the fair value of the loan due from the parent company.

- f A loan repayable of £158,587k in more than 5 years is a £150,000 Index Linked Bond dated January 2007 repayable in July 2057, of which £75,000k has an interest rate of 1.369% plus January inflation and £75,000k has an interest rate of 1.374% plus January inflation.

The fair value of the bond at 30 June 2008 was £178,400k at market value (2007 - £142,000k), as was the fair value of the loan due from the parent company.

- g A loan repayable of £150,471k in more than 5 years is a £150,000 Index Linked Bond dated November 2007 repayable in November 2058, of which £50,000k has an interest rate of 1.489% plus March inflation, £50,000k has an interest rate of 1.495% plus March inflation and £50,000k has an interest rate of 1.499% plus March inflation.

The fair value of the bond at 30 June 2008 was £177,800k at market value, as was the fair value of the loan due from the parent company.

All seven transactions were in the name of Wessex Water Services Finance Plc, guaranteed by Wessex Water Services Ltd the parent company, to whom the proceeds were lent on the same terms as the bond.

10 Contingent liabilities

There are no material contingent liabilities at 30 June 2008 for which provision has not been made in these accounts.

11 Related parties

There are no related party transactions requiring disclosure in these accounts.

12 Ultimate parent company

The immediate parent company is Wessex Water Services Ltd. The smallest group into which the accounts of the company are consolidated is Wessex Water Ltd, a company incorporated in England whose registered address is Wessex Water Operations Centre, Claverton Down, Bath BA2 7WW. The ultimate parent company is YTL Corporation Berhad, which is incorporated in Malaysia under the Companies Act 1965, whose registered address is Yeoh Tiong Lay Plaza, 55 Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia. Consolidated accounts are available on request from both these addresses.