

A copy of this Offer for Sale, having attached thereto the documents specified below, has been delivered to the Registrar of Companies for registration. Application has been made to the Council of The Midlands & Western Stock Exchange for permission to deal in and for quotation for the whole of the issued share capital of Wire & Plastic Products Limited ("the Company"). The application list for the Ordinary Shares now offered for sale will open at 10 a.m. on Thursday, 22nd April, 1971 and will close on the same day.

Wire & Plastic Products Limited

CARE, ROWLAND & CO.

OFFER FOR SALE

600,000 Ordinary Shares of 10p each

at 40p per share payable in full on application

SHARE CAPITAL

Issued and fully paid

Authorised

£200,000 in 2,000,000 Ordinary Shares of 10p each

£150,000

The shares now offered rank in full for all dividends hereafter declared or paid on the Ordinary Share capital of the Company. Applications must be made on the Application Form provided and must be for a minimum of 300 shares or for one of the following multiples of shares—

Applications for not more than 1000 shares in multiples of 100 shares. Applications for over 1000 shares and not more than 5000 shares in multiples of 500 shares. Applications for over 5000 shares in multiples of 1000 shares.

At the close of business on 1st April, 1971 one of the Company's subsidiaries had outstanding a loan of £16,500 secured under a Debenture, repayable by instalments by 1982. Save as aforesaid neither the Company nor any of its subsidiaries had outstanding at the date of this Advertisement any bank overdrafts or other similar indebtedness, loans, mortgages, charges, hire purchase commitments, or material contingent liabilities.

DIRECTORS
JOHN ROSS MacKENZIE VALENTINE, C.A., A.C.I.S., 7 Sharedeles, Amersham, Bucks. (Chairman).
C.RDON CHARLES SAMSON, White Gable, Brady Road, Lyminge, Kent.
(Deputy Chairman and Managing Director).
ALBERT WILLIAM SUMMERFIELD, 4 Braundown Avenue, Sidcup, Kent.
(Executive Director and Secretary).
ERIC FREDERICK OSCAR ALTON, Dr. of Eng. (Aachen University) 2 Gustav Blicke Strasse, 7472 Winteringen, West Germany.
SECRETARY AND REGISTRAR
ALBERT WILLIAM SUMMERFIELD, Industrial Estate, Hythe, Kent.

BANKERS
 To the Company: NATIONAL WESTMINSTER BANK LIMITED, 63 High Street, Hythe, Kent.
 To the Offer: NATIONAL WESTMINSTER BANK LIMITED, New Issues Department, P.O. Box 79, Drapers Gardens, 12 Throgmorton Avenue, London EC2P 2BD.

BROKERS
CARE, ROWLAND & CO., 16 Windsor Place, Cardiff, CFI 5XA
 and The Midlands & Western Stock Exchange.

SOLICITORS TO THE COMPANY AND TO THE OFFER
STONES, HAMBLETON & GITTINGS, Hambleton House, 17b Curzon Street, London, W.1.
AUDITORS
GEO. H. CHAPMAN & CO. (Chartered Accountants) 22 Cheriton Gardens, Folkestone, Kent.
REPORTING ACCOUNTANTS
MANN JUDD & CO. (Chartered Accountants) 8 Frederick's Place, Old Jewry, London, E.C.2.
REGISTRARS AND TRANSFER OFFICE
GEO. H. CHAPMAN & CO. (Chartered Accountants) 22 Cheriton Gardens, Folkestone, Kent.

Copies of this Offer for Sale incorporating Application Forms may be obtained from—
CARE, ROWLAND & CO., 16 Windsor Place, Cardiff, CFI 5XA and 6 Caer Street, Swansea.
NATIONAL WESTMINSTER BANK LIMITED, New Issues Department, Drapers Gardens, 12 Throgmorton Avenue, London EC2P 2BD.
NATIONAL WESTMINSTER BANK LIMITED, 63 High Street, Hythe, Kent
 and selected branches of NATIONAL WESTMINSTER BANK LIMITED.

National Westminster Bank Limited, New Issues Department, P.O. Box 79, Drapers Gardens, 12 Throgmorton Avenue, London EC2P 2BD, will receive applications for the Ordinary Shares offered for sale. Applications as specified on the Application Form must be made on the form provided and to National Westminster Bank Limited at the above address as to arrive not later than 10 a.m. on Thursday, 22nd April, 1971. An application form must be accompanied by a separate cheque drawn on a bank or branch thereof in England, Wales or Scotland in respect of the full amount payable on application made payable to National Westminster Bank Limited and crossed "Not Negotiable".

Care, Rowland & Co. reserve the right to present all cheques for payment on receipt, to retain Letters of Acceptance and surplus application moneys pending clearance of applicants' cheques and to reject or scale down any application.

In particular multiple applications and suspected multiple applications are liable to be rejected or scaled down. Applications are also liable to be rejected if the conditions relating thereto are not fulfilled. Due completion of applications and the necessary cheques will constitute a legally enforceable promise that the cheques will be honoured on first presentation and that the applicant will be bound by the conditions of the application form. The cheques will be returned if such permission and quotation are not granted by the date and in the meantime will be retained by National Westminster Bank Limited in full. In the event of the balance thereof, as the case may be, will be returned by cheque through the post at the applicant's risk. The shares now offered for sale are subject to the provisions of the Memorandum and Articles of Association of the Company and the terms of the offer. The cheques will be returned to the purchaser or to the persons in whose favour Letters of Acceptance have been duly renounced. Letters of Acceptance which have been renounced and the cheques returned to the applicant must be accompanied by the cheques not later than 11th June, 1971. Share Certificates will be ready for issue on 25th June, 1971.

HISTORY AND BUSINESS

The Company was incorporated in England on 1st March, 1971 as a private company and has acquired the entire share capital of North Kent Engineering Company Limited ("North Kent"), North Kent Plastic Cages Limited ("Plastic Cages") and Alton Wire Products Limited ("Alton"). The Company, which has never carried on any trade, will have the administration of its three subsidiaries. The Company and its subsidiaries are hereafter referred to as "the Group."

In 1938 North Kent was formed to manufacture wire goods and sheet metal products in mild steel sections and in tubing. It now manufactures and supplies wire and steel guards for use by industrial customers including Associated Portland Cement Manufacturers Limited, The Bowater Paper Corporation Limited and Reed International Limited. It also produces high quality metal animal cages. In October, 1962, Plastic Cages was formed in order to satisfy a growing need for small animal and rodent cages of a high standard made of metal and plastic which can be sterilised to the temperature required by hospitals and laboratories. A combination of stainless steel and plastic has proved most satisfactory and the products comprise a comprehensive range of racks and cages with sales being made solely to research establishments, government departments, universities and hospitals. Exports, which are currently made by North Kent and Plastic Cages to the United States of America, Europe, Canada and South Africa, amounted to 10 per cent. of the combined turnover of £228,000 of these two subsidiaries during the year ended 31st December, 1970. In February, 1964 North Kent acquired 96 per cent. of the issued share capital of Plastic Cages.

AUDITORS' and ACCOUNTANTS' REPORT

AUDITORS' REPORT
 The following is a copy of a report from Geo. H. Chapman & Co., Chartered Accountants, the Auditors of the Company, dated 15th April, 1971.

ACCOUNTANTS' REPORT ON THE ACQUIRED COMPANIES
 The following is a copy of a report from Mann Judd & Co., Chartered Accountants, the Reporting Accountants, dated 15th April, 1971.

The Directors, Wire & Plastic Products Limited and Care, Rowland & Co., Chartered Accountants, GEO. H. CHAPMAN & CO., Chartered Accountants.

The following is a copy of a report from Mann Judd & Co., Chartered Accountants, the Reporting Accountants, dated 15th April, 1971.

The Directors, Wire & Plastic Products Limited and Care, Rowland & Co., Chartered Accountants, GEO. H. CHAPMAN & CO., Chartered Accountants.

Wire & Plastic Products Limited ("the Company") was incorporated on 1st March, 1971. On 15th April, 1971 it acquired for consideration paid in shares in the Company (a) the issued share capital of North Kent Engineering Company Limited ("North Kent"), (b) the issued share capital of North Kent Plastic Cages Limited ("Plastic Cages") and (c) 50 per cent. of the issued share capital of Alton Wire Products Limited ("Alton"). North Kent had acquired the balance of 96 per cent. of the issued share capital of Plastic Cages on 28th February, 1964 for a consideration of £50,000. The shareholdings of Alton on 31st June, 1963 for a consideration paid in assets, the shareholdings of the companies are hereinafter called "the subsidiaries".

Alton was formed in 1957 by Heinrich Fischer KG of Winterlingen, West Germany, one of the largest manufacturers in Western Europe of special alloys for shop fittings and domestic appliances. On the acquisition of 50 per cent. of Alton's share capital by North Kent in 1963, the business was transferred from Shelthorpe to Dartford and in 1967, as a result of its continued growth, to a new factory at Hythe. The company manufactures and supplies wire mesh kitchen racks and stores, of which Marks & Spencer Limited is one of the largest customers, to supermarkets and to wholesalers. In 1969, the installation of a modern plastic coating plant enabled Alton to extend its activities by the manufacture of specialist products for the domestic appliance market. A wide range of products has been further extended by the production of a new form of wire and plastic clothes locker known as the Alton Lockette which has been patented and has received the approval of the British Design Council. The range of products of Alton Lockette is now being marketed in France, Canada and South Africa.

(iii) We have discussed with the respective auditors and with the Executive Directors of North Kent and of Plastic Cages the way in which stocks, including work-in-progress, were taken and valued throughout the period from 31st October, 1961 to 31st December, 1970 and have made additional examinations as we considered appropriate.

(a) The stocks of North Kent at various dates to which audited accounts were made up were: 31st October, 1961 £2,722; 31st October, 1962 £1,814; 31st October, 1963 £1,380; 31st October, 1964 £3,350; 31st October, 1965 £3,592; 31st October, 1966 £3,907; 31st October, 1967 £3,205; 31st March, 1969 £7,100; 31st March, 1970 £1,682. We are of the opinion that substantial elements of these stocks were estimated by the responsible Executive Director without adequate detailed supporting evidence.

(b) The stocks of Plastic Cages at various dates to which audited accounts were made up were: 31st October, 1963 £8,828; 31st October, 1964 £5,881; 31st October, 1965 £10,950; 31st October, 1966 £12,000; 31st October, 1967 £13,348. We are of the opinion that these stocks were properly taken and valued. Any bringing into account adjustments we made to the overheads, are reasonably valued.

(iv) In our opinion the stocks, including work-in-progress, of the subsidiaries taken together have been valued on a substantially consistent basis in accordance with generally accepted accounting principles, so as to reflect reasonably and fairly, in column 4 above, the allocation of profits between the relevant years.

(v) The audited accounts of the subsidiaries of the Company charged in arriving at the profits stated above for the year to 31st December, 1970 were £9,868. Under the arrangements now in force their emoluments would have amounted to £11,000.

2. Net Tangible Assets: The following is a summary of the combined net tangible assets of the subsidiaries at 31st December, 1970, based on their audited balance sheets at that date:—

	£000	£000	£000
	Cost	Depreciation	Net
FIXED ASSETS			
Freehold land	10	—	10
Buildings on freehold land	26	4	22
Plant on long lease	5	3	2
Leased improvements	5	3	2
Plant and machinery, equipment, motor vehicles etc.	77	44	33
	121	51	70
CURRENT ASSETS			
Stock and work-in-progress (note (i) below)	63	—	63
Debtors & prepayments	103	—	103
Cash at bank (on deposit £91,000)	109	—	109
	303	—	303
CURRENT LIABILITIES			
Creditors & accrued charges	41	—	41
Corporation tax (as below)	4	—	4
Provision for dilapidations	—	—	—
	136	—	136
NET CURRENT ASSETS			
	167	—	167
less: DEBENTURE (note (iii) below)	237	—	237
NET TANGIBLE ASSETS			
	£220		

A special feature of the Group is its close association with Heinrich Fischer KG which results in a considerable flow of information on manufacturing techniques, tool design and market research.

No one customer accounted for more than 15 per cent. of the Group's turnover during the year ended 31st December, 1970.

PREMISES
 North Kent and Plastic Cages jointly rent premises at Home Gardens, Dartford, Kent, on a 14 year lease expiring on 25th March, 1975 at an annual rental of £3,750. On the 14th premises they occupy approximately 23,000 square feet of covered accommodation in sub-let to 100 square feet and approximately 30,000 square feet of parking and loading space and a further 12,000 square feet of covered accommodation in sub-let to two industrial tenants on leases expiring on 25th March, 1975 at an aggregate rental of £4,500.

Alton owns a modern freehold factory on the Industrial Estate, Hythe, Kent.

(i) Stocks and work-in-progress are stated at the lower of cost, including works overheads, and net realisable value at various dates up to 1st April, 1972 and includes a provision at the rate of 40 per cent. on the profits from 1st April, 1970.

(ii) The Debenture is secured on the assets of a subsidiary. It is repayable by instalments by 1982 and bears annual interest at 8 per cent.

(iii) At 31st December, 1970 the Directors of the respective subsidiaries had not authorised or contracted for any share repurchase and no such repurchase has been authorised or contracted for.

(iv) No taxation equalisation amounts have been provided in respect of tax deferred by capital allowances as the amounts involved are not material.

(v) Applications for Accounts of any subsidiaries have been prepared for any periods after 31st December, 1970.

Yours faithfully,
 MANN JUDD & CO.,
 Chartered Accountants.

STATUTORY AND GENERAL INFORMATION

1 Articles of Association
 The Articles of Association of the Company contain provisions (inter alia) to the following effect:

(A) Voting rights
 Subject to any special rights or restrictions as to voting for the time being attached to any class of shares, each share shall carry one vote. Any special rights or restrictions attached by or proposed to be issued at the date of this Offer for Sale shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

(B) Dividends
 (i) Directors are entitled to fees at a rate not exceeding £250 per annum each or at such higher rate as the Company shall determine from time to time by ordinary resolution. The Director may also receive special dividends or expenses properly incurred by them, or with a view to, the performance of their duties as Directors and he may receive any such special dividends or expenses or extra remuneration as the Directors may in their absolute discretion determine.

Wire & Plastic Products Limited

(Incorporated under the Companies Acts 1948-1967)

Offer for Sale of 600,000 Ordinary Shares of 10p each at 40p per share, payable in full on application

Application Form
 This form should be completed and lodged with National Westminster Bank Limited, New Issues Department, P.O. Box 79, Drapers Gardens, 12 Throgmorton Avenue, London, EC2P 2BD, together with a remittance for the full amount payable on application so as to arrive not later than 10 a.m. on Thursday, 22nd April, 1971. Applicants are advised to allow two days for delivery through the post and to use first class mail.

Applications must be for a minimum of 300 shares and in multiples of 100 shares up to 1000 shares and thereafter in multiples of 500 shares up to 5000 shares and then in multiples of 1000 shares.

1. Number of shares applied for

2. Amount of cheque enclosed

£

I/We enclose a cheque for the above-mentioned sum, being the full amount payable on application for the stated number of Ordinary Shares of 10p each at 40p per share, and I/We hereby apply for that number of shares. I/We agree to accept the same or any lesser number in respect of any application may be accepted upon the terms of this Offer for Sale dated 15th April, 1971, subject to the Memorandum and Articles of Association of the Company. I/We hereby warrant and request that you arrange for my/our names to be placed on the Register of Members in respect of any shares so allocated not duly renounced by me/us.

I/We hereby request you to send me/us a Renounceable Letter of Acceptance for the number of shares in respect of which this Application is accepted, together with a cheque, if applicable, for any surplus application money, by post at my/our risk to the address first given below.

I/We warrant that the attached cheque will be honoured on first presentation.

I/We declare that I am/are not resident outside the Scheduled Territories* and am/are not applying for the above-mentioned shares as the nominee(s) of any person(s) resident outside those Territories. (If this declaration cannot be made it must be deleted and reference must be made to an Authorised Depository or an Approved Agent in the Irish Republic through whom this form must be lodged.)

Signature (1) _____ Dated: April, 1971.

Surname and Designation (Mr., Mrs., Miss or Title) _____

Christian Name(s) (in full) _____

Address (in full) _____

Please use Block Letters

Please pin cheque here

(The spaces below are for use in the case of joint applications)

(2) Signature _____ (3) Signature _____

Surname (State whether Mr., Mrs., Miss or Title) _____ Surname (State whether Mr., Mrs., Miss or Title) _____

Christian Name(s) (in full) _____ Christian Name(s) (in full) _____

Address (in full) _____ Address (in full) _____

Please use Block Letters

Please use Block Letters

(C) Directors' and other interests
 After completion of the contracts referred to above the interests of the Directors (as set out in the Memorandum and Articles of Association) will be as stated at the date of this Offer for Sale. B. M. Valentine 36,366, G. Law 179,542, A. W. Summerfield 179,542, E. Alton 82,505, G. Law, the Managing Director of North Kent and G. Law, the Managing Director of Plastic Cages and G. Law, the Managing Director of Alton are the only other substantial shareholders in the Company and will each hold 179,542 Ordinary Shares after completion of Contract (b) above. In addition Rum Investment Company Limited, 50.6 per cent. of whose issued share capital is beneficially held by J. R. M. Valentine, will hold 17,047 Ordinary Shares in the Company as well as a Debenture of £16,500.

5 General

(A) PURCHASE OF SHARES BY CARE, ROWLAND & CO. AND EXPENSES
 Pursuant to Contract (b) above, the Company has agreed to purchase in respect to permission to deal in and quotation for the whole of the issued share capital of the Company being granted by the Council of The Midlands & Western Stock Exchange not later than 22nd April, 1971, to purchase from the parties of the second part 600,000 Ordinary Shares of 10p each at a price of 40p per share. The Company will pay the capital duty on the increase of capital as the expenses of and incidental to the cost of printing, advertising and distributing this Prospectus, all accountancy and legal expenses, the receiving of the cheques and expenses of a banker's fees and expenses of a solicitor of 1 1/2 per cent. to Care, Rowland & Co. together with the expenses incurred by the Company in connection with the underwriting of the Offer for Sale. Care, Rowland & Co. have entered into various sub-underwriting agreements to which the Company is not a party under which they will pay an underwriting commission of 1 1/2 per cent.

(B) VENDORS
 The table below sets out the names of the Vendors of the Ordinary Shares of the Company, the number of such shares sold by each of them to the Company, the number of Ordinary Shares in the Company allotted as consideration for the acquisition of such shares and the number of Ordinary Shares in the Company sold by each such Vendor to Care, Rowland & Co.

Name of Vendor	Number of Ordinary Shares in the Company		Number of Shares in the Company sold to Care, Rowland & Co.
	Number of Shares in the Company	Number of Shares in the Company	
*G. C. Samson	500	—	299,236
*A. W. Summerfield	500	—	119,695
G. Law	500	1	119,695
J. Warburton	500	1	299,236
*E. O. Alton	—	1375	119,695
G. O. Alton	—	1375	119,695
Rum Investment	—	375	41,870
B. M. Valentine	—	375	11,245
O. Thompson-Smith	—	375	25,111
*Director of the Company	—	—	5,582
			1,273

(D) OTHER INFORMATION
 Following this Offer for Sale, none of the proceeds of which is receivable by the Company, it is expected that members of the public will hold not less than 40 per cent. of the shares of the Company and accordingly the Company will not be a close company as defined in the Companies Act 1967. The Company is not a public company as defined in the Companies Act 1967. The Company is not a public company as defined in the Companies Act 1967. The Company is not a public company as defined in the Companies Act 1967.

3 Subsidiaries
 There are set out below details of the Company's wholly-owned subsidiaries all of which were incorporated in England:—

Name of Subsidiary	Issued Share Capital	Year of Incorporation
North Kent Engineering Company Limited	2,000	1958
North Kent Plastic Cages Limited	100	1962
Alton Wire Products Limited	8,000	1957

4 Material Contracts
 The following Contracts have been entered into within the two years immediately preceding the date of publication of this Offer for Sale other than in the ordinary course of business and may be material:—

(1) Dated 15th April, 1971 between the Company (i) and those Vendors in the table below (ii) shown as selling shares of North Kent, being the Company's wholly-owned subsidiary North Kent, became a wholly-owned subsidiary of the Company.

(2) Dated 15th April, 1971 between the Company (i) and those Vendors shown as selling shares of Plastic Cages, being the Company's wholly-owned subsidiary Plastic Cages, became a wholly-owned subsidiary of the Company.

(3) Dated 15th April, 1971 between the Company (i) and those Vendors in the table below (ii) shown as selling shares of Alton, being the Company's wholly-owned subsidiary Alton, became a wholly-owned subsidiary of the Company.

(4) Dated 15th April, 1971 between the Company (i) and North Kent (ii) being an Agreement whereby North Kent transferred to the Company 96 per cent. of the issued share capital of Plastic Cages.

(5) Dated 15th April, 1971 between the Company (i) and those Vendors in the table below (ii) shown as selling shares of Alton, being the Company's wholly-owned subsidiary Alton, became a wholly-owned subsidiary of the Company.

(6) Dated 15th April, 1971 between the Company (i) and North Kent (ii) being an Agreement whereby North Kent transferred to the Company 96 per cent. of the issued share capital of Plastic Cages.

600,000 Ordinary Shares of 10p each

Number of Shares	Price per Share	Total
600,000	40p	£240,000
200,000	40p	£80,000
100,000	40p	£40,000
500 shares	40p	£200

Mann Judd & Co. and Geo. H. Chapman & Co. have given and have not withdrawn their written consents to the issue of this Offer for Sale with the inclusion therein of their Reports in the form and context in which they appear and Barton, Mayhew & Co. and Bireford Lye & Co. have given and have not withdrawn their consents together with the statement of adjustments made by the Accountants' Report. Care, Rowland & Co. are in agreement with the Report of the Accountants' Report. Care, Rowland & Co. are in agreement with the Report of the Accountants' Report. Care, Rowland & Co. are in agreement with the Report of the Accountants' Report.

The following documents or copies thereof may be inspected at the offices of Stones, Hambleton & Gittings, Hambleton House, 17b Curzon Street, London, W.1 and at the offices of Care, Rowland & Co., 16 Windsor Place, Cardiff, during usual business hours (Saturdays excepted) for a period of 14 days from the date of publication of this Offer for Sale:—

(a) The Memorandum and Articles of Association of the Company;

(b) The audited accounts of North Kent and Plastic Cages for the years ending 31st March, 1969 and 1970 and for the nine months ended 31st September, 1968, for 1970 and of Alton for the year ended 30th September, 1968, for the nine months ended 31st December, 1970;

(c) The material contracts referred to above; and

(d) The Reports of Mann Judd & Co. and Geo. H. Chapman & Co., the statement of adjustments and the statement of adjustments referred to above.

Dated 15th April, 1971.