

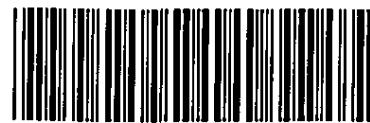
ZARLINK SEMICONDUCTOR OVERSEAS LIMITED

REPORT AND ACCOUNTS

31ST MARCH 2007

Registration No. 464581

MONDAY



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COMPANIES HOUSE

ZARLINK SEMICONDUCTOR OVERSEAS LIMITED
REPORT AND ACCOUNTS
FOR THE YEAR ENDED 31ST MARCH 2007

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**ZARLINK SEMICONDUCTOR OVERSEAS LIMITED
REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31ST MARCH 2007**

ACTIVITIES AND RESULTS

The Company did not trade during the year, has not incurred any liabilities and, consequently, has made neither profit nor loss

DIRECTORS AND THEIR INTERESTS

The directors at 31 March 2007, none of whom had an interest in the share capital of the Company at any time during the year were as follows:

I T Cooper
A P Gallagher

The Directors' interests are declared in the accounts of the Company's parent company Zarlink Semiconductor Holdings Limited

BY ORDER OF THE BOARD

Secretary

A handwritten signature in black ink, appearing to be 'C. O. A.', written over a horizontal line.

7 January 2008

ZARLINK SEMICONDUCTOR OVERSEAS LIMITED
BALANCE SHEET AS AT 31ST MARCH 2007

	Notes	2007 £	2006 £
CURRENT ASSETS			
Debtors: amounts falling due within one year		2	2
CREDITORS			
Creditors: amounts balling due within one year		-	-
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>2</u>	<u>2</u>
CAPITAL AND RESERVES			
Called Up Share Capital	2	<u>2</u>	<u>2</u>

For the year ended 31st March 2007 the company was entitled to exemption under Section 249a(1) of the Companies Act 1985

No members have required the company to obtain an audit of its accounts for the year in question in accordance with Section 249b(2)

The directors acknowledge their responsibility for (i) Ensuring the company keeps accounting records which comply with Section 221, and (ii) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit or loss for the financial year in accordance with Section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

APPROVED BY THE BOARD OF DIRECTORS ON:

Director



7 January 2008

1ZARLINK SEMICONDUCTOR OVERSEAS LIMITED
NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 31ST MARCH 2007

1. ACCOUNTING POLICIES

1.1 ACCOUNTING BASIS

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

2. SHARE CAPITAL

	2007	2006
Authorised 100 shares of £1 each	100	100
Issued and Fully Paid 2 shares of £1 each	2	2

3. ULTIMATE PARENT UNDERTAKING

The parent undertaking of the smallest group of undertakings for which group accounts are prepared is Zarlink Semiconductor Holdings Limited. It has included the Company in its group accounts, copies of which are available from its registered office: Cheney Manor, Swindon, SN2 2QW

The parent undertaking of the largest group of undertakings for which group accounts are prepared is Zarlink Semiconductor Inc, incorporated in Canada, whose shares are publicly traded on the Toronto Stock Exchange and the New York Stock Exchange. The statutory accounts of Zarlink Semiconductor Inc are available from: Zarlink Semiconductor Limited, Cheney Manor, Swindon, Wiltshire, SN2 2QW