Registered Number 1357452

PRIMASIL SILICONES LIMITED REPORT AND ACCOUNTS FOR THE YEAR ENDED 30TH APRIL 2007

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REPORT AND ACCOUNTS FOR THE YEAR ENDED 30TH APRIL 2007

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DIRECTORS' REPORT FOR THE YEAR ENDED 30TH APRIL 2007

The directors present their annual report with the accounts of the company for the year ended 30th April 2007

Principal Activity

The principal activity of the company in the year under review was the manufacture, design and development of fluorosilicone, silicone and fluorocarbon compounds, mouldings and extrusions

Review of Developments and Future Prospects

The directors consider the profit on ordinary activities before taxation to be satisfactory. They continue to monitor the company's operations by observing contribution rates per customer, enquiry rates, and other performance indicators such as customer satisfaction levels.

Adequate finance has been obtained to take advantage of business opportunities and the directors consider the state of affairs to be satisfactory. They continually monitor the risks the company faces and consider the principal risks to stem from increases in raw material costs and cross currency fluctuations. In response to these risks, the directors continue to take steps to improve efficiency.

Results, Dividends and Transfers to Reserves

The results for the year are set out in detail on page 5

No dividend has been paid on the ordinary share capital in the current year or the previous year

2007 2006

The retained profit for the year added to reserves is -

153,181

900

Directors

The directors in office throughout the year were -

S C G Wheeler Mrs S E Wheeler R Frost S J Wheeler A W Zarebski M R Wheeler

DIRECTORS' REPORT FOR THE YEAR ENDED 30TH APRIL 2007

Directors' Responsibilities

The directors are responsible for preparing the Annual Report and the accounts in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice

Company law requires the directors 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

- * select suitable accounting policies and then apply them consistently,
- * make judgements and estimates that are reasonable and prudent,
- * follow applicable accounting standards, subject to any material departures disclosed and explained in the accounts,
- * 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 to 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.

Confirmation of Disclosure to Auditors

So far as the directors are aware, there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

Ownership

The company is a wholly owned subsidiary of Chase Products Limited, a company incorporated in England and Wales

Signed on behalf of the Board of Directors

SCG Wheeler Chairman

Approved by the Board 27th February 2008

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF

PRIMASIL SILICONES LIMITED

We have audited the accounts of Primasil Silicones Limited for the year ended 30th April 2007 set out on pages 5 to 15. These accounts have been prepared in accordance with the accounting policies set out therein.

This report is made solely to the company's shareholders, as a body, in accordance with section 235 of the Companies Act 1985. Our work has been undertaken so we might state to the company's shareholders 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 and the company's shareholders 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 the accounts in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the statement of Directors' Responsibilities

Our responsibility is to audit the accounts 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 accounts 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 accounts.

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 the 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 Opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes an 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 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF

PRIMASIL SILICONES LIMITED

Opinion

In our opinion

- the accounts give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30th April 2007 and of its profit for the year then ended,
- the accounts have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' report is consistent with the accounts

27th February 2008 Ross-on-Wye Thorne & Co.
Registered Auditor

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30TH APRIL 2007

	<u>Note</u>	<u>2007</u>	2006
Turnover	2	8,185,841	7,116,361
Cost of Sales		(4,871,829)	(4,095,820)
Gross Profit		3,314,012	3,020,541
Administrative Expenses		(3,081,568)	(3,001,386)
Operating Profit	3	232,444	19,155
Bank Interest Payable Hire Purchase Interest Payable		(24,205) (4,934)	(24,466) (9,670)
Profit (Loss) on Ordinary Activities before Taxation		203,305	(14,981)
<u>Taxation</u> - UK Corporation Tax	5	(50,124)	15,881
Profit for the Financial Year		153,181	900
Retained Profit at 1st May 2006		962,550	961,650
Retained Profit at 30th April 2007		1,115,731	962,550

Continuing Operations

All of the company's activities in the above two financial years derived from continuing operations

Total Recognised Gains and Losses

The company has no recognised gains or losses other than the profit or loss for the above two financial years

BALANCE SHEET - 30TH APRIL 2007

Fixed Assets	<u>Note</u>	2007	<u>2006</u>
Tangible Assets	6	1,027,286	1,074,953
Current Assets			
Stocks Debtors	7 8	852,680 1,547,679 2,400,359	639,426 1,457,453 2,096,879
Creditors: amounts falling due within one year	9	2,049,561	1,914,353
Net Current Assets		350,798	182,526
Total Assets Less Current Liabilities		1,378,084	1,257,479
Creditors: amounts falling due after one year	9	12,098	41,868
		1,365,986	1,215,611
Provisions for Liabilities and Charges	10	179,935	182,741
Net Assets		1,186,051	1,032,870
Capital and Reserves			
Called-Up Share Capital Share Premium Account Profit and Loss Account	11	55,000 15,320 1,115,731	55,000 15,320 962,550
Shareholders' Funds (Including Non-Equity Interests)	12	1,186,051	1,032,870

Signed on behalf of the Board of Directors

SCG Wheeler

Chairman

Approved by the Board 27th February 2008

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CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH APRIL 2007

	<u>Note</u>	<u>2007</u>	<u>2006</u>
Net Cash Inflow from Operating Activities	18a	383,905	116,919
Return on Investments and Servicing of Finance			
Interest Paid		(29,139)	(34,136)
Taxation			
Corporation Tax Paid		(2,971)	
Capital Expenditure and Financial Investment			
Purchases of Tangible Fixed Assets Sales of Tangible Fixed Assets Capital Grants Received		(138,642) - - (138,642)	(91,195) 129,370 - 38,175
Financing			
New Hire Purchase Hire Purchase Repayments		15,000 (97,252) (82,252)	34,502 (119,918) (85,416)
Increase in Cash in Period		130,901	35,542

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30TH APRIL 2007

1 Accounting Policies

The accounts have been prepared in accordance with applicable accounting standards and the following accounting policies have been applied consistently

Basis of Accounting

The accounts have been prepared under the historical cost convention

Turnover

Turnover represents amounts invoiced by the company in respect of goods and services provided and the value of work done, excluding Value Added Tax

Tangible Fixed Assets

Depreciation is calculated on the reducing balance method so as to write off the cost of plant, vehicles and equipment over their estimated useful lives

Plant and Machinery 10% and 25% Fixtures, Fittings and Equipment 25% Motor Vehicles 25%

Capital Grants received are amortised on a straight line basis over five years

Stock

Stock and Work in Progress has been valued at the lower of cost and net realisable value

Hire Purchase and Operating Lease Contracts

Tangible fixed assets held under hire purchase contracts are capitalised at cost and the future commitments are included under creditors

Operating lease rentals are charged to the profit and loss account as they fall due

Deferred Taxation

Deferred tax arises as a result of including items of income and expenditure in taxation computations in periods different from those in which they are included in the company's accounts. Deferred tax is provided in full on timing differences which result in an obligation to pay more (or less) tax at a future date, at the average tax rates that are expected to apply when the timing differences reverse, based on current tax rates and laws

Pension Costs

The company operates a defined contribution scheme covering some of the directors and some of the employees. The amounts included as pension costs represent the contributions paid in respect of the accounting period.

Foreign Currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating profit.

Research and Development

Expenditure on research and development is written off in the year in which it is incurred

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30TH APRIL 2007

2 Turnover

Turnover is attributable to the company's principal activity, and a geographical analysis is
given below

	given below	2007	<u>2006</u>
	United Kingdom	6,910,646	5,929,932
	Rest of Europe	1,275,195	1,186,429
	rest of Europe	8,185,841	7,116,361
3	Operating Profit	5,100,011	7,110,501
	The Operating Profit is stated after charging		
	Depreciation of Tangible Fixed Assets		
	Owned Assets	156,262	154,991
	Assets held under Hire Purchase Contracts	30,047	70,801
	Operating Lease Rentals	3,328	3,519
	Contract Hire Rentals	-	7,118
	Auditors' Remuneration	6,500	6,500
	Directors' Emoluments		
	Remuneration	341,881	137,968
	Pension Contributions	6,391	6,516
	Staff Pension Contributions	98,035	108,303
4	Staff Numbers and Costs		
	The average number of persons employed by the company of	during the year was	
	Administration	25	25
	Production	60	62
		85	87
	The aggregate payroll costs of these persons were		
	Wages and Salaries	2,246,206	1,836,743
	Social Security Costs	167,129	159,895
	Other Pension Costs	104,426	114,819
		2,517,761	2,111,457
	The remuneration of the highest paid director was	96,723	67,733
	The pension contributions for the highest paid director were	3,437	2,986
	- · · · · · · · · · · · · · · · · · · ·		

The benefits in kind received by Directors totalled £3,125 (2006 - £3,834) based on amounts calculated for taxation purposes 2 of the Directors accrued benefits under the company pension scheme (2006 - 3)

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30TH APRIL 2007

5	Taxation	<u>2007</u>	<u>2006</u>
a)	Current Tax		
	UK Corporation Tax on the results for the year		
	at 30% (2006 - 19%) less Marginal Relief	52,930	2,971
	Deferred Tax		
	Accelerated Capital Allowances	(2,806)	(18,852)
	·	50,124	(15,881)
b)	Tax Reconciliation		
	Loss on Ordinary Activities Multiplied by Standard		
	Rate of UK Corporation of 30% (2006 - 19%)	60,992	(2,846)
	Expenses not Deductible for Tax Purposes	1,490	326
	Allowable deductions not in accounts	(1,892)	(1,199)
	Depreciation in Excess of Capital Allowances	6,690	13,139
	Losses Bought (Carried) Forward	•	(6,117)
	Losses Surrendered to Group Companies	•	-
	Marginal Relief	(14,350)	(332)
	Total Current Tax (a)	52,930	2,971

Research and Development Expenditure

The corporation tax computations for the years ended 30th April 2001 to 30th April 2006 inclusive have been revised to reflect allowable research and development expenditure claimed by the company

This has results in additional losses brought forward as at 1st May 2006 and these losses have not been reflected in the calculation of the tax charge for the year ended 30th April 2007

Including these losses would decrease the corporation tax for the year by 43,631 2,971

The above revisions result in a corporation tax repayment for the period covered by the claim of £61,928, which will be recognised in the accounts period in which the repayment is made

6	Tangible Fixed Assets	Plant and Machinery	Fixtures, Fittings and Equipment	Motor <u>Vehicles</u>	<u>Total</u>
	Cost At 1st May 2006 Additions	2,175,646 103,455	465,138 13,271	84,270 21,916	2,725,054 138,642
	Disposals At 30th April 2007	2,279,101	478,409	106,186	2,863,696
	Depreciation At 1st May 2006 Charged in Year	1,239,094 144,086	381,515 23,046	29,492 19,177	1,650,101 186,309
	Disposals At 30th April 2007	1,383,180	404,561	48,669	1,836,410
	Net Book Value At 1st May 2006	936,552	83,623	54,778	1,074,953
	At 30th April 2007	895,921	73,848	57,517	1,027,286
	Tangible Fixed Assets held under Hire Purchase Net Book Value at 30th April 2007 Depreciation charged in this year	Contracts 111,746 15,634		43,243 14,413	154,989 30,047
7	Stocks		2007		<u>2006</u>
	Raw Materials and Consumables Work in Progress		423,176 429,504 852,680		379,200 260,226 639,426
8	<u>Debtors</u>				
	Trade Debtors Prepayments Other Debtors		1,462,086 65,593 20,000 1,547,679		1,414,276 43,177 - 1,457,453

9	Creditors: amounts falling due within one year	2007	2006
	Bank Overdraft (Secured) Trade Creditors Accruals	500,323 858,413 281,431	631,224 812,750 15,906
	Corporation Tax Taxation and Social Security Value Added Tax Hire Purchase	52,930 50,844 99,350 32,136	2,971 45,508 111,736 90,926
	Chase Products Limited Capital Grants	167,826 6,308 2,049,561	197,024 6,308 1,914,353
	<u>Creditors:</u> amounts falling due after one year		
	Repayable between one and five years Hire Purchase (payable between one and two years) Capital Grants	662 11,436 12,098	24,124 17,744 41,868
	The company's bankers hold a cross guarantee and debenture Primasil Silicones Limited and Medisil Limited The maximum company's guarantee at 30th April was		Limited, 1,538,983
	The bank overdraft is secured by a mortgage debenture over tassets	he company's fixed a	and floating
	Liabilities under hire purchase contracts are secured on the un	derlying asset	
10	Provisions for Liabilities and Charges		
	Deferred Taxation Provision at 1st May 2006 Increase (Decrease) in Provision for the Year Provision at 30th April 2007	182,741 (2,806) 179,935	201,593 (18,852) 182,741
11	Called-Up Share Capital		
	Authorised 50,000 Ordinary Shares of £1 each 5,000 3% Non Cumulative Preference Shares of £1 each	50,000 5,000 55,000	50,000 5,000 55,000
	Allotted, Called-Up and Fully Paid 50,000 Ordinary Shares of £1 each 5,000 3% Non Cumulative Preference Shares of £1 each	50,000 5,000 55,000	50,000 5,000 55,000

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30TH APRIL 2007

12 Shareholders' Funds	<u>2007</u>	<u>2006</u>
a) Analysis of Shareholders' Funds		
Non-Equity (3% Preference Shares)	5,000	5,000
Equity	1,181,051	1,027,870
	1,186,051	1,032,870

Non Equity Interests

Shareholders' funds attributable to non-equity interests comprise 5,000 3% Non Cumulative Preference Shares of £1 each at par value The shares have a priority over ordinary shares in the event of a winding up (to the extent of their par value), and have no vote

b) Reconciliation of Movements on Shareholders' Funds

Profit (Loss) for the Financial Year after Taxation	153,181	900
Opening Shareholders' Funds at 1st May 2006	1,032,870	1,031,970
Closing Shareholders' Funds at 30th April 2007	1,186,051	1,032,870

13 Directors' Interests

During the year the company undertook a number of transactions with its holding company Chase Products Limited and with Primasil's r o which is a subsidiary of Chase Products Limited

S C G Wheeler, Mrs S E Wheeler, M R Wheeler and S J Wheeler are directors of Chase Products Limited

These transactions are disclosed in Note 14

14 Related Party Transactions	2007	<u>2006</u>
The company receives management services from the Limited The annual charge for this was - The company occupies premises owned by the holding The annual rent was -	720,000	720,000
Indebtedness at the end of the year was - Owing to Chase Products Limited Current Account Rent	154,901 12,925	185,274 11,750
The company made purchases from and sales to Prima respectively Primasil's r o is owned by Chase Products Czech Republic during the year ended 30th April 2006		
Balances due to and from Primasil s r o at the end of the	ne year were as follows	
Due to Primasil s r o Due from Primasil s r o	23,401	5,540 60,169
15 Holding Company		
The company is a wholly owned subsidiary of Chase Princorporated in England and Wales Chase Products Limits S E Wheeler who jointly have direct control of 93	imited is controlled by S C G	
16 Operating Lease Commitments		
The company is committed to annual payments in respect of operating leases which expire within 1 year between 1 and 2 years between 2 and 5 years	- - - 3,328	3,328_
There is no annual commitment in respect of the rental agreement between this company and Chase Products year are described in Note 14 and the company expects Products for the foreseeable future	Limited The amounts char-	ged in the
17 Capital Commitments		
Capital expenditure contracted for but not provided	100,000	-

18 Cash Flow Statement Supporting Information				<u>2007</u>	<u>2006</u>
a) Reconciliation of Operating Profit to Net Cash Inflow from Operating Activities					
	Operating Profit Depreciation of Tangible F Amortisation of Capital Gra (Increase) Decrease in Sta (Increase) Decrease in De Increase (Decrease) in Cra	ants ocks btors		232,444 186,309 (6,308) (213,254) (90,226) 274,940 383,905	19,155 225,792 (6,309) (34,617) 21,589 (108,691) 116,919
b)	Pi Reconciliation of Net Cash Inflow to Movement in Net Debt				
	Increase (Decrease) in Cash in Period Cash applied to repay Hire Purchase Change in Debt Resulting from Cash Flow New Hire Purchase Movement of Debt in the Period Net Debt at 1st May 2006 Net Debt at 30th April 2007			130,901 97,252 228,153 (15,000) 213,153 (746,274) (533,121)	35,542 119,918 155,460 (34,502) 120,958 (867,232) (746,274)
c)	Analysis of Net Debt	At 1st May 2006	New Hire Purchase	Cash Flow	At 30th April 2007
	Bank Overdraft	631,224	-	(130,901)	500,323
	Hire Purchase	115,050	15,000	(97,252)	32,798
		746,274	15,000	(228,153)	533,121