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Registered number 02326213 England & Wales

Astute Electronics Limited

Report and Accounts

31 December 2008

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Astute Electronics Limited Report and accounts

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Astute Electronics Limited Company Information

Directors

G I Hill

I Fantham

Secretary

I Fantham

Registered office

Church House

Church Street

Ware

Hertfordshire SG12 9EN

Registered number

02326213

Auditors

Intega

106 Mill Studio Crane Mead

Ware

Hertfordshire SG12 9PY

Bankers

National Westminster Bank PLC

43 High Street Hoddesdon Hertfordshire EN11 8HE

Astute Electronics Limited Directors' Report

The directors present their report and accounts for the year ended 31 December 2008.

Principal activity

The company's principal activity during the year was the distribution of electronic components.

Review of business

A summary of the results for the year is given on page 5 of the accounts.

The company maintained the level of sales in 2008 with a turnover of £23.2 million despite very difficult trading conditions during the later months of the year. Gross margins were affected and fell to 23.7% from the 2007 level of 27.0%, due in the main to the exchange fluctuations that were prevalent throughout the year.

The company's USA office began operating in 2008 and whilst it has not contributed to profits during the year it shows good potential for 2009 and the directors are confident that other benefits will stem from this operation.

The company is also starting to take advantage of larger opportunities arising and the directors are confident that the company will increase market share in the coming years.

Dividends

The directors do not recommend a dividend in respect of the year.

Directors

The following persons served as directors during the year:

G I Hill I Fantham

Directors' responsibilities

The directors are responsible for preparing the report and accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The accounts 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 accounts, 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 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 that disclose with reasonable accuracy at any time the financial position of the company and 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.

Directors' Report

Principal risks and uncertainties

The directors have identified the principal risks and uncertainties involved with the business and these include the state of the general economic environment. The directors are aware of their important role in the management of these risks, however the development of the business may also be subject to unforeseen future events outside of their control.

Post balance sheet events

No post balance sheet events have occurred since 31 December 2008 which require reporting or disclosing.

Disclosure of information to auditors

So far as each director at the date of approval of this report is aware:

- there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

Auditors

A resolution to re-appoint Intega as auditors will be put to the members at the Annual General Meeting.

This report was approved by the board on 30 September 2009.

I Fantham

Secretary

Independent auditors' report

to the shareholders of Astute Electronics Limited

We have audited the accounts of Astute Electronics Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. These accounts 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 auditors' 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 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 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 directors' remuneration and other transactions with the company 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 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.

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 31 December 2008 and of its loss 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.

Registered auditors 30 September 2009 106 Mill Studio Crane Mead Ware Hertfordshire

Astute Electronics Limited Profit and Loss Account for the year ended 31 December 2008

	Notes	2008 £	2007 £
Turnover	2	23,153,410	22,683,861
Cost of sales		(17,682,385)	(16,550,117)
Gross profit		5,471,025	6,133,744
Administrative expenses		(5,278,863)	(5,416,308)
Operating profit	3	192,162	717,436
Exceptional items: profit on the disposal of tangible fixed assets	4	2,749	6,235
		194,911	723,671
Interest receivable Interest payable	7	3,041 (190,344)	10,034 (169,306)
Profit on ordinary activities before taxation		7,608	564,399
Tax on profit on ordinary activities	8	(53,157)	(213,427)
(Loss)/profit for the financial year		(45,549)	350,972

Continuing operations

None of the company's activities were acquired or discontinued during the above two financial years.

Statement of total recognised gains and losses

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

<u>Astute Electronics Limited</u> <u>Balance Sheet - 31 December 2008</u>

	Notes		2008 £		2007 £
Fixed assets			-		_
Intangible assets	9		15,222		26,645
Tangible assets	10		2,147,200		2,298,818
Investments	11		113,542		113,542
		•	2,275,964	-	2,439,005
Current assets					
Stocks	12	3,201,052		2,191,710	
Debtors	13	4,418,385		4,802,899	
Cash at bank and in hand	_	136,268		108,124	
		7,755,705		7,102,733	
Creditors: amounts falling due					
within one year	14	(6,959,587)		(6,277,415)	
Net current assets			796,118		825,318
Total assets less current liabilities		•	3,072,082	-	3,264,323
Creditors: amounts falling due after more than one year	15		(786,212)		(932,904)
Net assets		-	2,285,870	- -	2,331,419
Capital and reserves					
Called up share capital	18		6,000		6,000
Revaluation reserve	19		268,558		268,558
Capital redemption reserve	20		4,000		4,000
Profit and loss account	21		2,007,312		2,052,861
Shareholders' funds	22	-	2 205 970	-	2 221 410
Shareholders luitus	22	=	2,285,870	=	2,331,419

Approved by the board on 30 September 2009

G I Hill Director

I Fantham - Director

Astute Electronics Limited Cash Flow Statement for the year ended 31 December 2008

	Notes	2008 £	2007 £
Reconciliation of operating profit to net cash inflow from operating activities			
Operating profit Depreciation charges Amortisation of goodwill Increase in stocks Decrease/(increase) in debtors (Decrease)/increase in creditors		192,162 159,907 19,403 (1,009,342) 384,514 (584,720)	717,436 179,197 16,742 (803,900) (1,140,962) 1,127,916
Net cash (outflow)/inflow from operating activities		(838,076)	96,429
CASH FLOW STATEMENT			
Net cash (outflow)/inflow from operating activities		(838,076)	96,429
Returns on investments and servicing of finance	23	(187,303)	(159,272)
Taxation		(213,427)	(226,292)
Capital expenditure	23	(13,520) (1,252,326)	(173,539) (462,674)
Financing	23	(106,695)	18,427
Decrease in cash		(1,359,021)	(444,247)
Reconciliation of net cash flow to movement in net de	ebt		
Decrease in cash in the period Decrease/(increase) in debt and lease financing		(1,359,021) 106,695	(444,247) (18,427)
Change in net debt	24	(1,252,326)	(462,674)
Net debt at 1 January		(2,239,017)	(1,776,343)
Net debt at 31 December		(3,491,343)	(2,239,017)

Astute Electronics Limited Notes to the Accounts

for the year ended 31 December 2008

1 Accounting policies

Accounting convention

The accounts have been prepared under the historical cost convention, as modified by the revaluation of freehold land and buildings, and in accordance with applicable United Kingdom Accounting Standards.

Consolidation

The company and its subsidiaries comprise a medium group. The company has therefore taken advantage of the exemption provided by section 248 of the Companies Act 1985 not to prepare group accounts.

Goodwill

Purchased goodwill is being amortised over 3 years on a straight line basis.

No depreciation is provided on freehold land and buildings. It is company policy to maintain its buildings to a high standard, and because of this they maintain a residual disposal value, based on prices prevailing at the date of purchase or subsequent valuation, at least equal to their book value and accordingly no provision for depreciation is made. Depreciation is provided on all other tangible fixed assets at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Leasehold premises 10% on cost Office equipment 20% on cost

Motor vehicles 25% on reducing balance

Stocks

Stock is valued at the lower of cost and net realisable value.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Leasing and hire purchase commitments

Assets held under finance leases and hire purchase contracts, which are those where substantially all the risks and rewards of ownership of the asset have passed to the company, are capitalised in the balance sheet and depreciated over their useful lives. The corresponding lease or hire purchase obligation is treated in the balance sheet as a liability.

The interest element of the rental obligations is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Rentals paid under operating leases are charged to income on a straight line basis over the lease term.

Pensions

The company operates a defined contribution pension scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

2 Turnover

Turnover represents the invoiced value of goods and services supplied by the company, net of value added tax and discounts. Turnover and operating profit are attributable to the one continuing activity, although no geographical analysis is given as the directors consider that this would be prejudicial to the business.

3	Operating profit	2008	2007
		£	£
	This is stated after charging:		
	Depreciation of owned fixed assets	110,160	116,967
	Depreciation of assets held under finance leases and hire purchase		
	contracts	49,747	62,230
	Amortisation of goodwill	19,403	16,742
	Operating lease rentals - land buildings	120,150	120,150
	Auditors' remuneration for audit services	6,790	7,115
	Foreign exchange differences	173,753	15,968
4	Exceptional items	2008	2007
		£	£
	Profit on disposal of plant and machinery	2,749	6,235
5	Directors' emoluments	2008	2007
		£	£
	Emoluments	288,728	327,392
	Company contributions to money purchase pension schemes	27,901	21,104
		316,629	348,496
	Highest paid director:		
	Emoluments	172,989	200,397
	Company contributions to money purchase pension schemes	14,369	13,572
		187,358	213,969
	Number of directors in company pension schemes:	2008	2007
		Number	Number
	Money purchase schemes	2	2

6	Staff costs	2008 £	2007 £
	Wages and salaries	2,748,282	2,582,413
	Social security costs	307,474	293,669
	Other pension costs	_40,484	35,087
		3,096,240	2,911,169
	Average number of employees during the year	Number	Number
	Office and administration	33	28
	Sales and marketing	40	42
	•	73	70
7	Interest payable	2008	2007
		£	£
	Bank loans and overdrafts	175,527	159,107
	Finance charges payable under finance leases and hire purchase contracts	14,817	10,199
	Contracts	190,344	169,306
	•	190,344	109,300
8	Taxation	2008 £	2007 £
	Analysis of charge in period UK corporation tax:	_	_
	Charged on profits of the period at 26% (2007 - 30%)	53,157	213,427
	Tax on profit on ordinary activities	53,157	213,427
	Factors affecting tax charge for period The differences between the tax assessed for the period and the stand explained as follows:	lard rate of corp	oration tax are
		2008 £	2007 £
	Profit on ordinary activities before tax	7,608	564,399
	Standard rate of corporation tax in the UK	26%	30%
	Profit on ordinary activities multiplied by the standard rate of	£	£
	corporation tax	1,978	169,320
	Effects of: Expenses not deductible for tax purposes	51,179	44,107
	Current tax charge for period	53,157	213,427

9 Intangible fixed assets

	Goodwill
	£
Cost	
At 1 January 2008	50,227
Additions	7,980
At 31 December 2008	58,207
Amortisation	
At 1 January 2008	23,582
Provided during the year	19,403
At 31 December 2008	42,985
Net book value	
At 31 December 2008	15,222
At 31 December 2007	26,645

Goodwill is being written off in equal annual instalments over its estimated economic life of 3 years.

10 Tangible fixed assets

	Land and buildings	Motor vehicles	Office equipment	Total
	£	£	£	£
Cost				
At 1 January 2008	1,833,709	370,568	666,031	2,870,308
Additions	-	33,490	-	33,490
Disposals		(59,735)	(126,797)	(186,532)
At 31 December 2008	1,833,709	344,323	539,234	2,717,266
Depreciation				
At 1 January 2008	3,484	159,127	408,879	571,490
Charge for the year	871	54,932	104,104	159,907
On disposals		(34,534)	(126,797)	(161,331)
At 31 December 2008	4,355	179,525	386,186	570,066
Net book value				
At 31 December 2008	1,829,354	164,798	153,048	2,147,200
At 31 December 2007	1,830,225	211,441	257,152	2,298,818

One of the freehold properties was revalued at £1,500,000 on 27th April 2004 by Freeth Melhuish, an independent firm of chartered surveyors, on an open market existing use basis. The second freehold property was revalued to £325,000 on 10th January 2001 by Paul Wallace Professional, an independent firm of chartered surveyors, on an open market existing use basis. In the opinion of the directors these valuations remain justified. The remaining land and buildings are short leasehold.

Notes to the Accounts

for the year ended 31 December 2008

10 Tangible fixed assets - continued

Freehold land and buildings:	2008	2007 £
Historical cost	£ 1,556,442	1,556,442
	2008 £	2007 £
Net book value of motor vehicles included above held under finance leases and hire purchase contracts	149,240	186,690

11 Investments

	Investments in subsidiary undertakings £
Cost At 1 January 2008	113,542
At 31 December 2008	113,542

The company holds 100% of the share capital of Astute Electronics Inc., an unlisted company incorporated in the USA. At 31 December 2008 the aggregate of the share capital and reserves of the company amounted to \$(51,533) and the loss after tax for the year to that date was \$(52,533).

The company holds 100% of the share capital of Astute Electronics Trading (Shanghai) Limited, an unlisted company incorporated in China.

12 Stocks	2008	2007
	£	£
Finished goods and goods for resale	3,201,052	2,191,710

The difference between purchase price or production cost of stocks and their replacement cost is not material.

13	Debtors	2008 £	2007 £
	Trade debtors Amounts owed by group undertakings and undertakings in which	4,139,638	4,698,946
	the company has a participating interest	182,365	21,186
	Other debtors	661	1,889
	Prepayments and accrued income	95,721	80,878
		4,418,385	4,802,899

Notes to the Accounts

for the year ended 31 December 2008

14	Creditors: amounts falling due within one year	2008	2007
		£	£
	Bank loans and overdrafts	2,784,172	1,365,311
	Obligations under finance lease and hire purchase contracts	57,227	48,926
	Trade creditors	3,334,634	3,879,084
	Corporation tax	53,157	213,427
	Other taxes and social security costs	255,503	143,153
	Other creditors	474,894	627,514
		6,959,587	6,277,415
15	Creditors: amounts falling due after one year	2008	2007
		£	£
	Bank loans	663,835	764,854
	Obligations under finance lease and hire purchase contracts	122,377	168,050
		786,212	932,904
16	Loans and overdrafts	2008	2007
		£	£
	Analysis of maturity of debt:		
	Within one year or on demand	2,784,172	1,365,311
	Between one and two years	91,737	73,208
	Between two and five years	277,865	203,957
	After five years	294,233	487,689
		3,448,007	2,130,165

The bank loans are secured by a fixed and floating charge over the assets of the company. The bank loans, in certain circumstances, may be repayable on demand.

17 Obligations under finance leases and hire purchase contracts	2008 £	2007 £
Amounts payable:		
Within one year	57,227	48,926
Within two to five years	122,377	168,050
	179,604	216,976

The finance leases and hire purchase contracts are secured on the assets concerned.

Notes to the Accounts

for the year ended 31 December 2008

18	Share capital			2008 £	2007 £
	Authorised: Ordinary shares of £1 each			10,000	10,000
	All and the second second	2008 No	2007 No	2008 £	2007 £
	Allotted, called up and fully paid: Ordinary shares of £1 each	6,000	6,000	6,000	6,000
19	Revaluation reserve			2008 £	
	At 1 January 2008			268,558	
	At 31 December 2008			268,558	
20	Capital redemption reserve			2008 £	
	At 1 January 2008			4,000	
	At 31 December 2008			4,000	
21	Profit and loss account			2008 £	
	At 1 January			2,052,861	
	Loss for the financial year			(45,549)	
	At 31 December 2008			2,007,312	
22	Reconciliation of movement in share	eholders' funds		2008 £	2007 £
	At 1 January (Loss)/profit for the financial year			2,331,419 (45,549)	1,980,447 3 5 0,972
	At 31 December			2,285,870	2,331,419

Notes to the Accounts

for the year ended 31 December 2008

23	Gross cash flows			2008	2007
				£	£
	Returns on investments and servi	icing of finance	!		
	Interest received			3,041	10,034
	Interest paid	. •		(175,527)	(159,107)
	Interest element of finance lease rea	ntal payments		(14,817)	(10,199)
				(187,303)	(159,272)
	Capital expenditure				
	Payments to acquire intangible fixed assets			(7,980)	(29,706)
	Payments to acquire tangible fixed			(33,490)	(182,070)
	Payments to acquire investments			-	(513)
	Receipts from sales of tangible fixe	d assets		27,950	38,750
				(13,520)	(173,539)
					
	Financing				
	Loan repayments			(69,323)	(62,027)
	Capital element of finance lease rental payments			(37,372)	80,454
				(106,695)	18,427
24	Analysis of changes in net debt				
	Analysis of changes in liet dept	At 1 Jan	Cash flows	Non-cash	At 31 Dec
		2008	Cash Hows	changes	2008
		£	£	£	£
	0.5.41.1.1.1.1	100.101			
	Cash at bank and in hand	108,124	28,144		136,268
	Overdrafts	(1,298,069)	(1,387,165)		(2,685,234)
			(1,359,021)		
	Debt due within 1 year	(67,242)	(31,696)		(98,938)
	Debt due after 1 year	(764,854)	101,019		(663,835)
	Finance leases	(216,976)	37,372		(179,604)
		(210,570)	106,695		(175,004)
	Total	(2,239,017)	(1,252,326)	-	(3,491,343)

25 Other financial commitments

At the year end the company had annual commitments under non-cancellable operating leases as set out below:

	Land and buildings 2008 £	Land and buildings 2007 £	Other 2008 £	Other 2007 £
Operating leases which expire: within two to five years	120,150	-	-	-
in over five years		120,150	<u> </u>	
	120,150	120,150		

26 Transactions with directors

During the year the company received services to the value of £192,500 (2007 - £702,500) from Prime Electronics (Cheshunt) Limited, a company in which Mr G. Hill has a material interest. All transactions were carried out on a normal commercial basis. At 31st December 2008 £165,515 (2007 - £801,203) was owed to Prime Electronics (Cheshunt) Limited.

27 Controlling party

The company's controlling party is Mr G. Hill by virtue of his ownership of 85% (2007 - 85%) of the issued share capital in the company.