ENTA TECHNOLOGIES LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2008

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COMPANY INFORMATION

Directors

Jason Tsai

Ruth Tsai

(Appointed 21 July 2008)

Secretary

Auditors

John Tsai

Company number

2526028

Registered office

Stafford Park 6

Telford TF3 3AT

Simmons Gainsford LLP

5th Floor

7/10 Chandos Street

London W1G 9DQ

Business address

Stafford Park 6

Telford TF3 3AT

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DIRECTORS' REPORT

FOR THE YEAR ENDED 31 OCTOBER 2008

The directors present their report and financial statements for the year ended 31 October 2008.

Principal activities and review of the business

The principal activity of the company continued to be that of distribution of computer hardware, software and the new CCTV product range.

Review of business

The company has achieved lower turnover of £79,100,903 in the year as compared to the previous year of £99,491,205 (13 months) but our trading margin has improved to 5.39% (2007: 4.10%). Competition and overall market growth have been challenging. We continue to be Microsoft authorised OEM distributors in UK cementing our status within the marketplace as being No1 market share distributor of Microsoft. We continue to forge new supplier relationships worldwide and specifically with suppliers who benefit by offering Enta exclusive distributor status in the UK. Our growth in CCTV products has been a great success; opening up new channels. Our existing specialist sales teams offer both in-depth product knowledge and support.

During the financial year we are once again proud to receive two awards from the readers of PC Retail magazine winning both PC Retail: Sales innovation and the Distribution: Sales Team-Business awards. The directors would like to thank all our business partners and our committed staff for their continued support and loyalty.

The company insures against delinquent debts to minimise the likelihood of undesirable impact to the business. The company has various processes in place to manage and control effectively the stock, credit and financial management functions.

The key risks to the business are mainly credit level extended to the channel as previous challenges such as price fluctuations have been minimised due to negotiations with new and existing suppliers to ensure the company is not financially penalised.

The director remains optimistic about the future and will continue to focus on Europe with increased market share and higher margin products through established specialised teams. Our core infrastructure of personnel, continued enthusiasm, extensive product portfolio and focus on margin means we are ideally positioned to satisfy all our customer requirements.

Results and dividends

The results for the year are set out on page 5.

Directors

Jason Tsai

The following directors have held office since 1 November 2007:

John Tsai	(Resigned 1 July 2009)	
Ruth Tsai	(Appointed 21 July 2008)	
Charitable donations	2008	2007
	£	£
During the year the company made the following	payments:	
Charitable donations	1,000	-

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2008

Auditors

In accordance with the Company's Articles, a resolution proposing that Simmons Gainsford LLP be reappointed as auditors of the company will be put at a General Meeting.

Statement of directors' responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 those 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 the financial statements 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.

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board

Jason Tsai Director

18 August 2009

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF ENTA TECHNOLOGIES LIMITED

We have audited the financial statements of Enta Technologies Limited for the year ended 31 October 2008 set out on pages 5 to 18. 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 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 the directors and auditors

The directors' responsibilities for preparing the financial statements 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 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 judgements 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.

INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE SHAREHOLDERS OF ENTA TECHNOLOGIES LIMITED

Opinion

In our opinion:

- the financial statements 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 October 2008 and of its profit 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.

Simmons Gainsford LL

Chartered Accountants
Registered Auditor

18 August 2009

5th Floor 7/10 Chandos Street London W1G 9DQ

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 OCTOBER 2008

		2008	13 Months ended 31 October 2007
	Notes	£	£
Turnover	2	79,100,903	99,491,205
Cost of sales		(74,840,172)	(95,410,613)
Gross profit		4,260,731	4,080,592
Distribution costs		(645,132)	(522,487)
Administrative expenses		(3,717,791)	(3,787,027)
Other operating income		319,536	330,992
Operating profit	3	217,344	102,070
Other interest receivable and similar			
income	4	79,532	87,665
Interest payable and similar charges	5	(20,560)	(38,820)
Profit on ordinary activities before			*************************************
taxation		276,316	150,915
Tax on profit on ordinary activities	6	(90,533)	21,899
Profit for the year	15	185,783	172,814
			

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

BALANCE SHEET

AS AT 31 OCTOBER 2008

			800	2	007
	Notes	£	£	£	£
Fixed assets					
Tangible assets	7		3,211,940		3,141,250
Investments	8		124		124
			3,212,064		3,141,374
Current assets					
Stocks	9	4,782,116		2,681,006	
Debtors	10	7,356,095		8,665,269	
Cash at bank and in hand		2,198,414		479,017	
		14,336,625		11,825,292	
Creditors: amounts falling due within					
one year	11	(11,006,484)		(8,606,911)	
Net current assets			3,330,141		3,218,381
Total assets less current liabilities			6,542,205		6,359,755
Creditors: amounts falling due after					
more than one year	12		(3,259,237)		(3,262,570)
			3,282,968		3,097,185
					
Capital and reserves					
Called up share capital	14		530,000		530,000
Revaluation reserve	15		355,819		355,819
Profit and loss account	15		2,397,149		2,211,366
Shareholders' funds	16		3,282,968		3,097,185

Approved by the Board and authorised for issue on 18 August 2009

Jason Tsai Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 OCTOBER 2008

	£	2008 £	£	13 Months ended 31 October 2007 £
Net cash inflow/(outflow) from operating activities		1,617,816		(2,476,189)
Returns on investments and servicing of finance				
Interest received	79,532		87,665	
Interest paid	(6,222)		(14,735)	
Net cash inflow for returns on investments and servicing of finance		73,310		72,930
Taxation		(38,891)		(37,800)
Capital expenditure				
Payments to acquire tangible assets	(306,401)		(367,311)	
Net cash outflow for capital expenditure		(306,401)		(367,311)
Net cash inflow/(outflow) before management of liquid resources and financing		1,345,834		(2,808,370)
Financing				
Other new long term loans	639,488		2,114,180	
New finance lease	1,230,411		-	
Repayment of other long term loans	(1,316,265)		(1,240,347)	
Capital element of finance lease contracts	(189,994)			
Net cash (outflow)/inflow from financing		363,640		873,833
Increase/(decrease) in cash in the year		1,709,474		(1,934,537)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 OCTOBER 2008

1 Reconciliation of operating p operating activities	rofit to net cash inflow/(outflo	w) from	2008	2007
			£	(13 months) £
O a superfix of 5 0			047.044	400.070
Operating profit			217,344	102,070
Depreciation of tangible assets			235,713	215,496
Increase in stocks Decrease/(increase) in debtors			(2,101,110) 1,309,174	(167,579) (1,227,307)
Increase/(decrease) in creditors	within one year		1,956,695	(1,398,869)
Net cash inflow/(outflow) from	n operating activities		1,617,816	(2,476,189)
2 Analysis of net debt	1 November 2007	Cash flow	Other non-	31 October 2008
	£	£	£	£
Net cash:				
Cash at bank and in hand	479,017	1,719,397	-	2,198,414
Bank overdrafts		(9,923)		(9,923)
	479,017	1,709,474		2,188,491
Debt:				
Finance leases	-	189,992	(1,230,411)	(1,040,419)
Debts falling due after one year	(3,262,570)	676,777		(2,585,793)
	(3,262,570)	866,769	(1,230,411)	(3,626,212)
Net debt	(2,783,553)	2,576,243	(1,230,411)	(1,437,721)
				
3 Reconciliation of net cash flo	w to movement in net debt		2008	2007
			£	(13 months) £
turnana//dannana) in anah in	.		1 700 474	(4.024.527)
Increase/(decrease) in cash in Cash outflow/(inflow) from decr	•	se financing	1,709,474 866,769	(1,934,537) (873,833)
Change in net debt resulting fro	m cash flows		2,576,243	(2,808,370)
New finance lease			(1,230,411)	•
Movement in net debt in the y	ear		1,345,832	(2,808,370)
Opening net (debt)/funds			(2,783,553)	24,817
Closing net debt			(1,437,721)	(2,783,553)
•				

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 OCTOBER 2008

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention modified to include the revaluation of freehold land and buildings.

1.2 Tumover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.3 Research and development

Research expenditure is written off to the profit and loss account in the year in which it is incurred. Development expenditure is written off in the same way unless the directors are satisfied as to the technical, commercial and financial viability of individual projects. In this situation, the expenditure is deferred and amortised over the period during which the company is expected to benefit.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation less estimated residual value of each asset over its expected useful life, as follows:

Land and buildings Freehold

Straight line over forty years

Fixtures, fittings & equipment

20% straight line

Motor vehicles

15% straight line

1.5 Leasing

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

1.6 Fixed assets investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.7 Stock

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

1.8 Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with FRS 17.

1.9 Deferred taxation

The accounting policy in respect of deferred tax has been changed to reflect the requirements of FRS19 - Deferred tax. Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

No provision has been made for deferred tax on gains recognised on revaluing property to its market value as the company does not intend to sell the revalued assets.

The above amounts to a change in accounting policy. The previous policy was to provide deferred tax only to the extent that it was probable that liabilities would crystallise in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2008

1 Accounting policies

(continued)

1.10 Foreign currency translation

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

2 Turnover

3

	2008	2007
		(13 months)
	£	£
Class of business		
Sales of computer	79,100,903	99,491,205
	79,100,903	99,491,205
Geographical market		
	Turno	
	2008	2007 (13 months)
	£	£
United Kingdom	45,464,398	57,669,353
EC	33,636,505	38,577,809
Non-EC		3,244,043
	79,100,903 ———	99,491,205
Operating profit	2008	2007 (42 months)
	£	(13 months) £
Operating profit is stated after charging:	~	_
Depreciation of tangible assets	235,713	215,496
Loss on foreign exchange transactions Operating lease rentals	-	175,889
- Plant and machinery	4,865	-
Fees payable to the company's auditor for the audit of the company's		
annual accounts	35,014	51,975
and after crediting:		
Profit on foreign exchange transactions	(87,968)	-

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2008

4	Investment income	2008	2007 (13 months)
		£	£
	Bank interest	79,532	87,665
		79,532	87,665
5	Interest payable	2008	2007 (13 months)
		£	£
	On bank loans and overdrafts Other interest	6,222 14,338	14,735 24,085
		20,560	38,820

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2008

6	Taxation	2008	2007
		£	(13 months) £
	Domestic current year tax		L
	U.K. corporation tax	85,260	33,618
	Adjustment for prior years	5,273	25,384
	Current tax charge	90,533	59,002
	Deferred tax		
	Deferred tax charge/credit current year	-	(80,901)
		90,533	(21,899)
	Factors affecting the tax charge for the year Profit on ordinary activities before taxation	276,316	150,915
	Profit on ordinary activities before taxation multiplied by standard rate of		
	UK corporation tax of 28.00% (2007 - 20.00%)	77,368	30,183
	Effects of:		
	Non deductible expenses	4,055	4,385
	Depreciation add back	66,000	43,099
	Capital allowances	(42,118)	(42,627)
	Adjustments to previous periods	5,273	24,360
	Marginal Relief	(20,045)	(398)
		13,165	28,819
	Current tax charge	90,533	59,002

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2008

7	Tangible fixed assets				
		Land and buildings Freehold	Fixtures, fittings & equipment	Motor vehicles	Total
		£	£	£	£
	Cost or valuation				
	At 1 November 2007	3,497,525	708,974	95,540	4,302,039
	Additions	121,040	185,361		306,401
	At 31 October 2008	3,618,565	894,335	95,540	4,608,440
	Depreciation		·		
	At 1 November 2007	817,524	265,443	77,820	1,160,787
	Charge for the year	68,554	160,111	7,048	235,713
	At 31 October 2008	886,078	425,554	84,868	1,396,500
	Net book value				
	At 31 October 2008	2,732,487	468,781	10,672	3,211,940
	At 31 October 2007	2,680,000	443,530	17,720	3,141,250
					

The director has carried out a valuation review of freehold land and building on 31 October 2007 assisted by professional valuer. The valuation using open market basis has been incorporated into the financial statements and the resulting revaluation surplus £355,819 has been taken to revaluation reserves.

Deferred tax is not provided on timing difference arising from revaluation unless a binding commitment to sell freehold land and building has been entered into and it is unlikely that any gain will not be rolled over.

8 Fixed asset investments

	Listed investments
	£
Cost or valuation	
At 1 November 2007 & at 31 October 2008	124
	444
Net book value	
At 31 October 2008	124
	
At 31 October 2007	124
	

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2008

9	Stocks	2008 £	2007 £
	Finished goods and goods for resale	4,782,116	2,681,006
	Replacement cost of the stocks held at the year end is not material accounts.	ally different from the value	stated in the
10	Debtors	2008 £	2007 £
	Trade debtors	5,640,512	5,370,696
	Other debtors	1,284,068	3,148,676
	Prepayments and accrued income	431,515	145,897
		7,356,095	8,665,269
11	Creditors: amounts falling due within one year	2008 £	2007 £
	Bank loans and overdrafts	9,923	
	Net obligations under finance leases	366,975	_
	Trade creditors	7,814,277	5,421,473
	Corporation tax	85,260	33,618
	Other taxes and social security costs	473,007	44,550
	Directors' current accounts	9,981	-
	Other creditors	385,056	273,414
	Accruals and deferred income	1,862,005	2,833,856
		11,006,484	8,606,911

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2008

12	Creditors: amounts falling due after more than one year	2008 £	2007 £
	Other loans Net obligations under finance leases	2,585,793 673,444	3,262,570 -
		3,259,237	3,262,570
	Analysis of loans		
	Wholly repayable within five years	2,585,793	3,262,570
		2,585,793	3,262,570
	Loan maturity analysis		
	In more than two years but not more than five years	673,443	_
	In more than five years	2,585,793	3,262,570
	Net obligations under finance leases		
	Included in liabilities falling due within one year	(366,975)	
	Included in liabilities falling due within one year	(366,975)	-
	Other loans amounting to £2,585,793 (2007: £3,262,570) are interest frand have no fixed date of repayment.	(366,975)	not secured
13	Other loans amounting to £2,585,793 (2007: £3,262,570) are interest fi	(366,975)	not secured
13	Other loans amounting to £2,585,793 (2007: £3,262,570) are interest frand have no fixed date of repayment. Pension and other post-retirement benefit commitments	(366,975)	not secured
13	Other loans amounting to £2,585,793 (2007: £3,262,570) are interest frand have no fixed date of repayment. Pension and other post-retirement benefit commitments	(366,975) ————————————————————————————————————	2007
13	Other loans amounting to £2,585,793 (2007: £3,262,570) are interest frand have no fixed date of repayment. Pension and other post-retirement benefit commitments Defined contribution	(366,975) ree. The loans are 2008 £ 19,790 2008	2007 £ 19,200
	Other loans amounting to £2,585,793 (2007: £3,262,570) are interest frand have no fixed date of repayment. Pension and other post-retirement benefit commitments Defined contribution Contributions payable by the company for the year Share capital Authorised	(366,975) ree. The loans are 2008 £ 19,790 2008 £	2007 £ 19,200 ———————————————————————————————————
	Other loans amounting to £2,585,793 (2007: £3,262,570) are interest frand have no fixed date of repayment. Pension and other post-retirement benefit commitments Defined contribution Contributions payable by the company for the year Share capital	(366,975) ree. The loans are 2008 £ 19,790 2008	2007 £ 19,200
	Other loans amounting to £2,585,793 (2007: £3,262,570) are interest frand have no fixed date of repayment. Pension and other post-retirement benefit commitments Defined contribution Contributions payable by the company for the year Share capital Authorised	(366,975) ree. The loans are 2008 £ 19,790 2008 £	2007 £ 19,200 ———————————————————————————————————

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2008

15	Statement of movements on reserves		
		Revaluation reserve	Profit and loss account
		£	£
	Balance at 1 November 2007 Profit for the year	355,819 -	2,211,366 185,783
	r tolk for the year		
	Balance at 31 October 2008	355,819 ————	2,397,149 ———
16	Reconciliation of movements in shareholders' funds	2008 £	2007 £
	Profit for the financial year	185,783	172,814
	Other recognised gains and losses	<u>-</u>	355,819
	Net addition to shareholders' funds	185,783	528,633
	Opening shareholders' funds	3,097,185	2,568,552
	Closing shareholders' funds	3,282,968	3,097,185

17 Contingent liabilities

At the balance sheet date the company has contingent liabilities in respect of forward currency contract amounting to £5,500,000 (2007: £21,750,000).

A guarantee was provided to H M Customs & Excise, via HSBC in respect of deferment of VAT payment. At 31 October 2008, it amounts to £352,200 (2007: £nil).

18 Financial commitments

At 31 October 2008 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 October 2009:

	Other	
	2008	2007
	£	£
Operating leases which expire:		
Between two and five years	366,975	-
·	_ _	

The above agreements were taken in financing computer equipments, which are currently used by Entanet International Limited, a company in which the director has an influence. All financing charges have been recovered in full.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2008

	Directors' emoluments	2008	2007 (13 months)
		£	£
	Emoluments for qualifying services	22,000	26,000
	Company pension contributions to money purchase schemes	-	200
		22,000	26,200
20	Employees		
	Number of employees The average monthly number of employees (including directors) during the		
	year was:	2008	2007
			(13 months)
		Number	Number
	Management and administration	31	30
	Management and administration Marketing and sales	31 38	30 30
	Marketing and sales	38	30

	£	£
Wages and salaries	2,003,501	1,686,938
Social security costs	189,251	152,089
Other pension costs	19,790	19,200

2,212,542 1,858,227

21 Control

Enta Technologies Limited is a wholly owned subsidiary of Enta UK Limited, a company registered in England and Wales.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2008

22 Related party transactions

Included in other debtors, £1,279,495 (2007: £2,408,550) was owed by Entanet International Limited, a company registered in England and Wales which the director has an influence in the company.

During the year Enta Technologies Limited charged Entanet International Limited £316,560 (2007: £329,172) for providing management services, office accommodation and administration.

In the year to 31 October 2008, Enta Technologies Limited received services in corporate networking support and web solutions from Entanet International Limited. The annual charge was £1,200,430 (2007: £275,000).

Furthermore Entanet International Limited provides internet management services at a charge of £499,092 (2007: £672,205).