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Company Registration No. 2526028 (England and Wales)

# ENTA TECHNOLOGIES LIMITED DIRECTOR'S REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2003

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#### **COMPANY INFORMATION**

Director

Jason Tsai

Secretary

Ding-Yuan Tsai

Company number

2526028

Registered office

5th Floor

7/10 Chandos Street

London W1G 9DQ

**Auditors** 

Simmons Gainsford LLP 7/10 Chandos Street Cavendish Square

London W1G 9DQ

**Business address** 

Stafford Park 6

Telford TF3 3AT

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# DIRECTOR'S REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2003

The director presents his report and financial statements for the year ended 30 September 2003.

#### Principal activities and review of the business

The principal activity of the company continued to be that of the distribution of computer hardware and software and related products.

The Directors consider the trading in the period under review satisfactory having regard to the difficult economic climate. Reduction in turnover and profit margin is partly due to price erosion. The company has developed a niche channel in highly competitive market. However, the company remains a major distributor for many well-known computer brand names including Microsoft networking and DSL hardware products.

The company is also refocusing on OEM product channel with newly recruited branded suppliers and high profile customers. Cost saving arises therefrom enables the company to maintain its financial stability, and realigns its resources in more investments in marketing and system efficiency.

The company remains optimistic of the future.

#### Results and dividends

The results for the year are set out on page 4.

#### Director

The following director has held office since 1 October 2002:

Jason Tsai

#### Director's interests

The director's beneficial interest in the shares of the parent company was as stated below:

Ordinary shares of £ 1 each 30 September 2003 1 October 2002

Jason Tsai

Jason Tsai is a beneficiary of The JTS Settlement that holds 49 shares of the parent company.

#### Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Simmons Gainsford LLP be reappointed as auditors of the company will be put to the Annual General Meeting.

## DIRECTOR'S REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2003

#### Director's responsibilities

Company law requires the director to prepare financial statements 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 financial statements, the director is 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 director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 1985. He is 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.

On behalf of the board

Jason Tsai

30 July 2004

#### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ENTA TECHNOLOGIES LIMITED

We have audited the financial statements of Enta Technologies Limited on pages 4 to 14 for the year ended 30 September 2003. These financial statements have been prepared under the historical cost convention and 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 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

#### Respective responsibilities of the director and auditors

As described in the statement of director's responsibilities on page 2 the company's director is responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 if, in our opinion, the director's report is not consistent with the financial statements, if 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 director's remuneration and transactions with the company is not disclosed.

We read the director's 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 United Kingdom Auditing Standards 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 director 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.

#### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 September 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Simmons Gainsford L

30 July 2004

Chartered Accountants Registered Auditor

7/10 Chandos Street Cavendish Square London W1G 9DQ

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 2003

	Notes	2003 £	2002 £
Turnover	2	42,222,682	42,619,281
Cost of sales		(39,727,839)	(39,862,948)
Gross profit		2,494,843	2,756,333
Distribution costs Administrative expenses Other operating income		(381,024) (2,209,010) 96,726	(346,780) (2,508,828) 100,500
Operating profit	3	1,535	1,225
Other interest receivable and similar income Interest payable and similar charges	4	55,507 (6,146)	55,825 (26,044)
Profit on ordinary activities before taxation		50,896	31,006
Tax on profit on ordinary activities	5	(19,834)	(26,398)
Profit on ordinary activities after taxation	14	31,062	4,608

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 30 SEPTEMBER 2003

	2003		2003		002
	Notes	£	£	£	£
Fixed assets					
Tangible assets	6		2,775,838		3,031,322
Investments	7		124		124
			2,775,962		3,031,446
Current assets					
Stocks	8	1,235,277		1,447,413	
Debtors	9	4,336,892		6,045,623	
Cash at bank and in hand		1,333,291		2,431,918	
		6,905,460		9,924,954	
Creditors: amounts falling due within					
one year	10	(5,303,463)		(7,309,503)	
Net current assets			1,601,997		2,615,451
Total assets less current liabilities			4,377,959		5,646,897
Creditors: amounts falling due after					
more than one year	11		(2,000,000)		(3,300,000
			2,377,959		2,346,897
			<del></del>		~
Capital and reserves					
Called up share capital	13		530,000		530,000
Profit and loss account	14		1,847,959		1,816,897

The financial statements were approved by the Board on 30 July 2004

Jason Tsai

Director

# CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2003

		2003		02
	£	£	£	£
Net cash inflow from operating activities		480,397		736,442
Returns on investments and servicing of finance				
Interest received	55,507		55,825	
Interest paid	(6,146)		(26,044)	
Net cash inflow for returns on investments		40.004	<u> </u>	00 704
and servicing of finance		49,361		29,781
Taxation		(26,398)		(29,899)
Capital expenditure				
Payments to acquire tangible assets	(12,470)		(76,220)	
Receipts from sales of tangible assets	-		14,018	
	<del></del>			
Net cash outflow for capital expenditure		(12,470)		(62,202)
N. 4. 1.1.6. 1.6. 1.6. 1.6. 1.6. 1.6. 1.6				
Net cash inflow before management of liquid resources and financing		490,890		674,122
resources and imationing		490,090		074,122
Other new long term loans	-		5,246,523	
Repayment of other long term loans	(1,589,517)		(4,347,904)	
-			<del></del>	
Net cash inflow (outflow) from financing		(1,589,517)		898,619
Increase (decrease) in cash in the year		(1,098,627)		1,572,741
/ ( , ,				

# NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2003

1	Reconciliation of operating profit to net cash inflow from operating 2003 activities				
	delivities	•		£	£
	Operating profit Depreciation of tangible assets Loss on disposal of tangible assets			1,535 267,954	1,225 396,329 8,012
	Decrease in stocks Decrease/(increase) in debtors (Decrease)/Increase in creditors within one	e year		212,136 1,708,731 (1,709,959)	281,005 (484,105) 533,976
	Net cash inflow from operating activitie	s		480,397	736,442
2	Analysis of net debt	1 October 2002	Cash flow	Other non- cash changes	30 September 2003
		£	£	£	£
	Net cash: Cash at bank and in hand	2,431,918	(1,098,627)		1,333,291
	Debt: Debts falling due within one year Debts falling due after one year	(391,364) (3,300,000)	289,517 1,300,000	-	(101,847) (2,000,000)
	Net debt	(1,259,446)	1,589,517	-	(768,556)
3	Reconciliation of net cash flow to move	ement in net debt		2003 £	2002 £
	(Decrease)/increase in cash in the year Cash outflow/(inflow) from decrease/(incre	ease) in debt		(1,098,627) 1,589,517	
	Movement in net debt in the year Opening net debt			490,890 (1,259,446)	•
	Closing net debt			(768,556)	(1,259,446)

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2003

#### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

#### 1.2 Turnover

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

#### 1.3 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost 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

#### 1.4 Fixed assets investments

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

#### 1.5 Stock

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

#### 1.6 Pensions

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

#### 1.7 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.

#### 1.8 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.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2003

2	Turnover and profit on ordinary activities before taxation			
		Turno		
		2003	2002	
		£	£	
	Class of business Sales of computer	42,222,682	42,619,281	
		42,222,682	42,619,281	
			-	
	Geographical market			
		Turno		
		2003	2002	
		£	£	
	United Kingdom	41,870,965	42,176,408	
	EC	351,717	442,873	
		42,222,682	42,619,281	
		<del></del>		
3	Operating profit	2003	2002	
	Operating profit is stated after charging:	£	£	
	Depreciation of tangible assets	267,954	396,329	
	Loss on disposal of tangible assets	,	8,012	
	Loss on foreign exchange transactions	-	32,847	
	Auditors' remuneration	42,000	42,555	
	and after crediting:			
	Profit on foreign exchange transactions	(203,767)		
4	Interest payable	2003	2002	
•	interest payable	£	£	
	On bank loans and overdrafts	6,146	3,673	
	On other loans wholly repayable within 5 years	-	22,371	
		6,146	26,044	

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2003

5	Taxation			2003 £	2002 £
	Domestic current year tax U.K. corporation tax			19,834	26,398
	Current tax charge			19,834	26,398
	Factors affecting the tax charge for the year Profit on ordinary activities before taxation			50,896	31,006
	Profit on ordinary activities before taxation multipli corporation tax of 19.00% (2002: 19.50%)	ed by standard r	ate of UK	9,670	6,046
	Effects of: Non deductible expenses Depreciation add back Capital allowances  Current tax charge			1,216 54,155 (45,207) 10,164 19,834	2,396 77,284 (59,328) ————————————————————————————————————
	ourient tax ondige			=====	
6	Tangible fixed assets	Land and buildings Freehold £	Fixtures, fittings & equipment £	Motor vehicles £	Total £
	Cost At 1 October 2002 Additions	2,972,097	2,490,004 12,470	85,000	5,547,101 12,470
	At 30 September 2003	2,972,097	2,502,474	85,000	5,559,571
	Depreciation At 1 October 2002 Charge for the year	503,186 61,762	1,960,879 200,783	51,714 5,409	2,515,779 267,954
	At 30 September 2003	564,948	2,161,662	57,123	2,783,733
	Net book value At 30 September 2003	2,407,149	340,812	27,877	2,775,838
	At 30 September 2002	2,468,911	529,125 ———	33,286	3,031,322

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2003

7	Fixed asset investments		
	Cost		Listed investments £
	At 1 October 2002 & at 30 September 2003		124
8	Stocks	2003 £	2002 £
	Finished goods and goods for resale	1,235,277	1,447,413
	Replacement cost of the stocks held at the year end is not materially differen accounts.	t from the value	e stated in the
9	Debtors	2003 £	2002 £
	Trade debtors Other debtors	3,580,562 415,010	5,358,298 131,168
	Prepayments and accrued income	341,320	556,157 ————
		4,336,892	6,045,623
10	Creditors: amounts falling due within one year	2003 £	2002 £
	Trade creditors Corporation tax Other taxes and social security costs	2,357,966 19,835 548,902	4,120,142 26,398 714,629
	Other creditors Accruals and deferred income	567,139 1,809,621	498,845 1,949,489
		5,303,463	7,309,503

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2003

11	Creditors: amounts falling due after more than one year	2003 £	2002 £
	Other loans	2,000,000	3,300,000
	Analysis of loans Wholly repayable within five years	2,000,000	3,691,364
	Included in current liabilities	2,000,000	3,691,364 (391,364)
		2,000,000	3,300,000

Other loans amounting to £2,000,000 (2002: £3,300,000) are interest free. All long term loans are not secured and have no fixed date of repayment.

#### 12 Pension costs

#### **Defined contribution**

		2003 £	2002 £
	Contributions payable by the company for the year	24,548	24,788
13	Share capital	2003 £	2002 £
	Authorised 1,000,000 Ordinary shares of £1 each	1,000,000	1,000,000
	Allotted, called up and fully paid 530,000 Ordinary shares of £1 each	530,000	530,000

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2003

14	Statement of movements on profit and loss account		
			Profit and
			loss account
			£
	Balance at 1 October 2002		1,816,897
	Retained profit for the year		31,062
	Balance at 30 September 2003		1,847,959
15	Reconciliation of movements in shareholders' funds	2003 £	2002 £
		222	
	Profit for the financial year	31,062	4,608
	Opening shareholders' funds	2,346,897 —————	2,342,289
	Closing shareholders' funds	2,377,959	2,346,897
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#### 16 Contingent liabilities

At the barance sheet date the company has contingent liabilities in respect of documentary credits amounting to £7,500,000 (2002: £7,500,000) The credits are guaranteed by way of a fixed charge over all book and other debts to a limit of £2,000,000 (2002: £2,000,000).

An unlimited multilateral company guarantee was given to HSBC to secure the VAT deferrment facilities.

17	Director's emoluments	2003	2002
		£	£
	Emoluments for qualifying services	34,000	28,000
	Company pension contributions to money purchase schemes	3,196	2,367
		37,196	30,367
		====	

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2003

#### 18 Employees

#### **Number of employees**

The average monthly number of employees (including directors) during the year was:

	2003 Number	2002 Number
Management and administration	26	26
Marketing and sales	52	52
Warehouse and production	18	18
	96	96
Employment costs	£	£
	4.405.000	
Wages and salaries	1,185,382	1,322,382
Social security costs	98,380	2,775
Other pension costs	24,548 —————	24,788
	1,308,310	1,349,945
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#### 19 Control

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