REPORT AND FINANCIAL STATEMENTS YEAR ENDED 31ST MARCH 1996

ROWLANDSON HOUSE 289-293 BALLARDS LANE LONDON N12 8NP



COMPANY INFORMATION

DIRECTORS S A QUAINOO

E A QUAINOO

SECRETARY S A QUAINOO

REGISTERED OFFICE ROWLANDSON HOUSE

289-293 BALLARDS LANE

LONDON N12 8NP

PRINCIPAL BANKERS LLOYDS BANK PLC

215 HIGH STREET

HOUNSLOW

MIDDLESEX TW3 1DN

ACCOUNTANTS DOUGLAS DARKO & CO.,

CERTIFIED ACCOUNTANTS & REGISTERED AUDITORS, 342, STREATHAM HIGH ROAD

LONDON SW16 6HH

ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 1996

CONTENTS

	PAGE
DIRECTOR'S RESPONSIBILITIES	1
ACCOUNTANTS REPORT	2
DIRECTORS REPORT	3
PROFIT AND LOSS ACCOUNT	4
BALANCE SHEET	5
NOTES TO THE ACCOUNT	6/7

DIRECTORS' RESPONSIBILITIES

Company Law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the State of Affairs of the Company and the Profit and Loss of the Company for that year. In preparing the accounts, suitable accounting policies have been used and applied consistently and reasonable and prudent judgements and estimates have been made.

Applicable Accounting Standards have been followed. The accounts have been prepared on the going concern basis.

The directors are responsible for ensuring that proper books of account are kept and sufficient internal controls are maintained, to safeguard the assets of the company and to prevent and detect fraud or other irregularities.

REPORT OF THE ACCOUNTANTS

To the Shareholders of International Computer Corporation Ltd

We report on the accounts for the year ended 31 March 1996 set out on pages 4 to 7.

Respective responsibilities of Directors and Reporting Accountants

As described on page 1 the company's Directors are responsible for the preparation of the accounts, and they consider that the company is exempt from an audit. It is our responsibility to carry out procedures designed to enable us to report our opinion.

Basis of opinion

We conducted our examination in accordance with the Statement of Standards for Reporting Accountants and so our procedures consisted of comparing the accounts with the accounting records kept by the company, and making such limited enquiries of the officers of the company as we considered necessary for the purposes of this report. These procedures provide only the assurance expressed by our opinion.

The company was technically insolvent at 31st March 1996, and its survival and future solvency depend upon the assurance of the Directors that they will support it and manage its resources efficiently to reverse the situation.

Opinion

In our opinion:

- (a) the accounts are in agreement with those accounting records kept by the company under Section 221 of the Companies Act 1985.
- (b) having regard only to, and on the basis of, the information contained in those accounting records:
 - i the accounts have been drawn up in a manner consistent with the accounting requirements specified in Section 246 C (6) of the Act;
 - ii and the company satisfied the conditions for exemption from an audit of the accounts for the year specified in Section 246 A (4) of the Act and did not, at any time within the year, fall within any of the categories not entitled to the exemption specified in S 249 B (1).

CERTIFIED ACCOUNTANTS & REGISTERED AUDITORS, 342, STREATHAM HIGH ROAD LONDON

Date: 23/09/96

SW16 6HH

DIRECTORS REPORT

The Directors submits their Report and Financial Statements for the period ended 31st March, 1996.

REVIEW OF THE BUSINESS

The company's principal activities during the year continued to be Cosmetic repairs of Communication Equipments, Computer Services and peripheral supply, importers and exporters, Accounting services (activities which was within the powers of the company). The Directors expect the company's activities to develop further in the future.

RESULTS AND DIVIDENDS

The trading loss for the year amounted to £2,494. The Directors do not recommend the payment of dividends.

DIRECTORS AND THEIR INTERESTS

The directors at 31st March, 1996 and their interest in the Share Capital of the Company were as follows:-

DIRECTORS	SHAREHOLDING
S A Quainoo E A Quainoo	1 Ordinary Share of £1.00 each Nil

TAXATION

The company is a close Company within the provisions of the Income Corporation Taxes Act 1970.

REGISTERED OFFICE SIGNED BY ORDER OF THE BOARD

ROWLANDSON HOUSE
289-293 BALLARDS LANE
LONDON N12 8NP
20 September 1996

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 1996

		1996	1995
	Notes	£	<u>£</u>
Turnover	1(b) & 2	17806	5112
Cost of Sales		9238	2469
GROSS PROFIT		8568	2643
Administrative Expenses		11062	4642
Profit/(Loss) on ordinary activities before taxation		(2494)	(1999)
Taxation on ordinary activities			
Profit/(Loss) on ordinary activities after taxation		(2494)	-1,999
Retained profit/(Loss) brought forward at 1st	April 1995	(3816)	(1817)
Retained profit/(Loss) carried forward		(6310)	(3816)

The notes on pages 7 to 8 form part of these accounts.

BALANCE SHEET AS AT 31ST MARCH, 1996

	Notes		<u>£</u>		£
FIXED ASSETS					
Tangible Assets	4		2,050		4,100
CURRENT ASSETS					
Cash at Bank	_	248		459	
Debtors	5	<u>3071</u> 3319		459	
Creditors: Amounts falling due within One Year	6	(11678)	(0050)	(8374)	(7045)
Net Current Liabilities			(83 <u>59)</u>		(7915)
TOTAL ASSETS LESS CURRENT LIABILITIES			(6309)		(3815)
REPRESENTED BY:					
CAPITAL AND RESERVE	7		1		1
Called up Share Capital Profit & Loss Account	•		(6310)		(3816)
) 1011t & 2000 /1000am			(0000)		(204E)
			<u>(6309)</u>		<u>(3815)</u>

The directors have taken advantage of the exemption conferred by S.249A(2) not to have these accounts audited and confirm that no notice has been deposited under S.249B(2) of the Companies Act 1985.

The directors acknowledge their responsibilities for:

- (a) ensuring that the company keeps accounting records which comply with S.221 of the Companies Act 1985, and
- (b) preparing accounts which give a true and fair view of the state of affairs of the company as at 31 March 1996 and of its profit for the year then ended in accordance with the requirements of S.226, and which otherwise comply with the requirements of the Companies Act 1985 relating to accounts, so far as applicable to the company.

The financial statements were approved by the Board on 20 September, 1996

Signed:) DIRECTOR

Signed: E A Quainoo) DIRECTOR

The notes on pages 6 to 7 form part of these accounts.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1996

1 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered to be material to the Company's Accounts.

(a) Basis of Accounting

The Accounts are prepared under the Historical Cost Convention according to accounting rules set out in Schedule 4 to the Companies Act 1985.

(b) Turnover

Turnover represents net invoiced sales of goods and services, excluding the Value Added Tax and discounts.

(c) Depreciation

Depreciation, if any is provided on all tangible Fixed Assets and is calculated on a straight line basis at annual rates caluculated to write off the cost (less estimated residual value) of each asset over its expected useful life. The principal annual rates in use are:

•

Office Equipment, furniture & fittings, Motor Vehicle 25% on written down value 25% on written down value

(d) Deferred Taxation

Deferred Taxation is only provided where it is considered that liability will materialise in the foreseeable future and therefore no provision is made in these accounts.

(e) Stock

Stock (if any) of Raw Material, Work in Progress and Finished Goods are valued at a lower of Cost and Net Realisable Value.

2 Turnover

This represents all goods and services sold within the United Kingdom and overseas. The analysis of turnover is as follows:

	1996	1995
	£	£
United Kingdom	17806	5112
Overseas	nil	nil

3 GOING CONCERN

The financial statements have been prepared on a going concern basis which assumes that the company will be able to continue trading. The company is currently incurring losses and the ability of the company to continue trading in the future is dependent on the success of the directors in achieving an adequate level of profitability.

4 Tangible Fixed Assets

	_	Motor Vehicle	Office Equipmen	Furniture & t Fittings	Total
Cost of v At 1st Ap Additions Disposal		£ 6500 - - 6500	£ 1500 - - 1500	£ 200 - - 200	£ 8200 - - 8200
_		3250 1625 - 4875	750 375 - 1125	100 50 - 150	4100 2050 - 6150
Net Book At 1st Apr At 31 Mar	il 1995	3250 1625	750 375	100 50	4100 2050
5 Debtors	=			1996	1995
Trade De	otors			<u>£</u> 3071	£ Nil

6 Creditors: Amounts falling due within one year

	1996	1995
	<u>£</u>	<u>£</u>
Directors Current Account	9791	7957
Other taxes	1187	17
Accruals	700	400
	11678	8374

7 Share Capital

- (a) The authorised Share Capital is £100 divided into 100 Ordinary Shares of £1 each.
- (b) One share was issued and fully paid

8 Capital Commitments

At 31st March, 1996, no capital expenditure had been contracted nor approved.

The page which follows does not form part of the statutory Financial Statements of the company

INTERNATIONAL COMPUTER CORPORATION LIMITED

DETAILED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 1996

		1996		1995
	£	<u>£</u>	£	£
Turnover		17806		5112
Cost of sales		9238		2469
Gross Profit		8568		2643
Administrative expenses				
Directors Remuneration	5169		0	
Travelling expenses	1711		1342	
Printing & Stationery	477		0	
Postage & Courier	360		0	
Light & Heat	80		238	
Telephone	379		346	
Accountancy fees	200		200	
Legal fees & professional fees	56		0	
Sundry expenses	118		57	
Office expenses	260		274	
Bank Charges	202		135	
Depreciation	2050	11062	2050	4642
Profit/(Loss) on ordinary activities				
before taxation	:	(2494)		(1999)