

Company Registration No. 2808613

CHEMWARE SYSTEMS LIMITED

Report and Financial Statements

29 February 2008

(- 10/06/2008)
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CHEMWARE SYSTEMS LIMITED

REPORT AND FINANCIAL STATEMENTS 2008

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CHEMWARE SYSTEMS LIMITED

REPORT AND FINANCIAL STATEMENTS 2008

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

J Herron
D Buchanan

SECRETARY

J Herron

REGISTERED OFFICE

Newark Close
York Way
Royston
Hertfordshire SG8 5HL

BANKERS

Barclays Bank Plc
Chesterton Business Centre
28 Chesterton Road
Cambridge CB4 3AZ

AUDITORS

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
Cambridge

CHEMWARE SYSTEMS LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 29 February 2008.

This report has been prepared in accordance with the special provisions relating to small companies under Section 246 (4) of the Companies Act 1985.

ACTIVITY

The company's principal activity is generated from computer software applications for the chemical industry.

REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

The results for the year are in line with expectations and activity in the forthcoming year is expected to be similar.

DIVIDENDS

The directors do not recommend the payment of a dividend (2007 - nil).

DIRECTORS

The directors who served throughout the year are as follows:

J Herron
D Buchanan

AUDITORS

In the case of each of the persons who are directors of the company at the date when this report is approved:

- so far as each of the directors is aware, there is no relevant audit information (as defined in the Companies Act 1985) of which the company's auditors are unaware; and
- each of the directors has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information (as defined) and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

CHEMWARE SYSTEMS LIMITED

DIRECTORS' REPORT

STATEMENT OF DIRECTORS' RESPONSIBILITIES

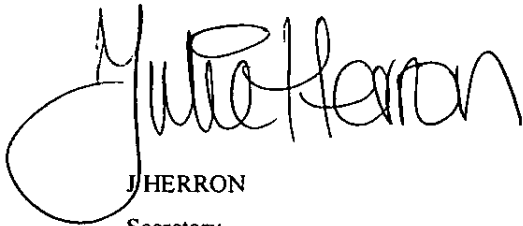
The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

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 these 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;
- 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 which disclose with reasonable accuracy at any time the financial position of the company and to 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.

Approved by the Board of Directors
and signed on behalf of the Board



J. HERRON

Secretary

11 June 2008

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CHEMWARE SYSTEMS LIMITED

We have audited the financial statements of Chemware Systems Limited for the year ended 29 February 2008 which comprise the profit and loss account, the balance sheet and the related notes 1 to 11. 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 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 judgments 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 TO THE MEMBERS OF
CHEMWARE SYSTEMS LIMITED (continued)**

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 29 February 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.



Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
Cambridge, United Kingdom

18 June 2008

CHEMWARE SYSTEMS LIMITED

PROFIT AND LOSS ACCOUNT

Year ended 29 February 2008

	Note	2008 £	2007 £
TURNOVER	2	8,439	15,062
Gross profit		8,439	15,062
Administrative expenses		(1,555)	(1,428)
OPERATING PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	4	6,884	13,634
Tax on profit on ordinary activities	5	-	-
PROFIT FOR THE FINANCIAL YEAR		6,884	13,634
Accumulated losses brought forward		(484,181)	(497,815)
Accumulated losses carried forward		(477,297)	(484,181)

All activities derive from continuing operations.

There are no recognised gains or losses for the current financial year and the preceding financial year other than as stated in the profit and loss account.

CHEMWARE SYSTEMS LIMITED

BALANCE SHEET

29 February 2008

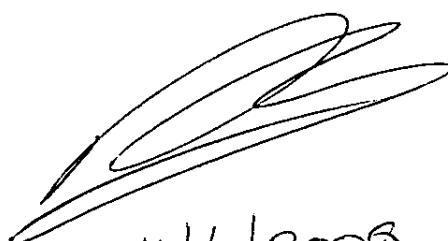
	Note	2008 £	2007 £
CURRENT ASSETS			
Debtors	6	87,605	81,689
Cash at bank and in hand		830	891
		<u>88,435</u>	<u>82,580</u>
CREDITORS: amounts falling due within one year	7	<u>(552,212)</u>	<u>(553,241)</u>
NET CURRENT LIABILITIES		<u>(463,777)</u>	<u>(470,661)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(463,777)</u>	<u>(470,661)</u>
CAPITAL AND RESERVES			
Called up share capital	8	2,000	2,000
Share premium account		11,520	11,520
Profit and loss account		<u>(477,297)</u>	<u>(484,181)</u>
TOTAL SHAREHOLDERS' DEFICIT	9	<u>(463,777)</u>	<u>(470,661)</u>

These financial statements were approved by the Board of Directors and authorised for issue on 11 June 2008.

Signed on behalf of the Board of Directors

D BUCHANAN

Director



11/6/2008

CHEMWARE SYSTEMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 29 February 2008

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention on a going concern basis. The company is financially supported by its parent company, Episys Group Limited.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on timing differences, that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Foreign exchange

Transactions denominated in foreign currencies are translated at the rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates ruling at that date. These translation differences are dealt with in the profit and loss account.

Cash flow statement

Under the provisions of FRS 1 (Revised) "Cash flow statements" the company has not prepared a cash flow statement because its ultimate parent company, Episys Group Limited, has prepared consolidated accounts which include the accounts of the company for the year and contain a consolidated cash flow statement.

2. TURNOVER

Turnover, which arises in the United Kingdom, represents commissions payable derived from the provision of goods and services which fall within the company's ordinary activities after deduction of trade discounts and value added tax.

The turnover and pre-tax profit are attributable to the activity arising from sale of computer software applications.

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The directors who are the company's only employees did not receive any remuneration for their services to the company in the year or preceding year.

CHEMWARE SYSTEMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 29 February 2008

4. OPERATING PROFIT

	2008 £	2007 £
Operating profit is after charging:		
Auditors' remuneration	<u>1,530</u>	<u>1,270</u>

5. TAX ON PROFIT ON ORDINARY ACTIVITIES

No tax charge arises in the year because of trading losses brought forward.

The standard rate of tax for the year, based on the UK standard rate of corporation tax, is 20% (2007 - 19%).
The actual tax charge for the year is lower than 19% for the reasons set out in the following reconciliation.

	2008 £	2006 £
Profit on ordinary activities before tax	<u>6,884</u>	<u>13,634</u>
Tax on profit on ordinary activities at standard rate	1,377	2,590
Factors affecting the charge:		
Utilisation of tax losses	<u>(1,377)</u>	<u>(2,590)</u>
Actual amount of current tax charge for the year	<u>-</u>	<u>-</u>

No provision has been made for the deferred tax asset on revenue losses amounting to £67,857 (2007 - £65,772) as the company does not anticipate that this will be utilised within the immediate future.

6. DEBTORS

	2008 £	2006 £
Amounts owed by group companies	<u>87,605</u>	<u>81,689</u>

All amounts are due within one year.

CHEMWARE SYSTEMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 29 February 2008

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2008 £	2007 £
Amounts owed to group undertakings	549,335	549,335
Other taxes and social security	1,477	2,636
Accruals and deferred income	1,400	1,270
	<u>552,212</u>	<u>553,241</u>

8. CALLED UP SHARE CAPITAL

	2008 £	2007 £
Authorised		
10,000 ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>
Called up, allotted and fully paid		
2,000 ordinary shares of £1 each	<u>2,000</u>	<u>2,000</u>

9. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	2008 £	2007 £
Profit attributable to members of the company	6,884	13,634
Opening shareholders' deficit	<u>(470,661)</u>	<u>(484,295)</u>
Closing shareholders' deficit	<u>(463,777)</u>	<u>(470,661)</u>

10. ULTIMATE PARENT COMPANY

The ultimate parent company and immediate and ultimate controlling party is Episys Group Limited, a company registered in England and Wales. Group financial statements are available from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.

11. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption under Financial Reporting Standard 8 not to disclose intercompany transactions and balances on the basis that consolidated financial statements are prepared by Episys Group Limited.