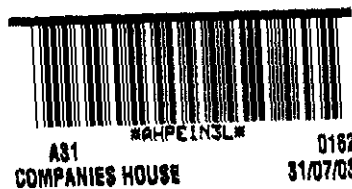


ROXBURGH FOXHILLS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

**FOR THE YEAR ENDED
30 SEPTEMBER 2002**

Registered Number : 2967549



ROXBURGH FOXHILLS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2002

I N D E X

Page Number

1 - 2	-	Directors' report
3	-	Independent auditors' report
4	-	Profit and loss account
5	-	Balance sheet
6 - 10	-	Notes to the financial statements

ROXBURGH FOXHILLS LIMITED

DIRECTORS' REPORT

The directors present their report and financial statements for the year ended 30 September 2002.

Principal Activity

The principal activity of the company is that of rental of its freehold property to a group company.

Results and Dividends

The loss for the year, after taxation, amounted to £11,925 (2001 - £11,716). The directors do not recommend a dividend (2001 - £50,000) for the year.

Review of Developments and Future Prospects

The freehold property which the company owned was disposed of to Deltron Electronics plc in March 2003. The company is now a dormant company and it is the directors' intention for the company to remain in that condition for the foreseeable future.

Directors and Directors' Interests

The directors who held office during the year to 30 September 2002 were as follows:

C J Sawyer
R E Tozer (resigned 11 July 2002)

D O'Neill was appointed a Director on 27 February 2003.

No director had any interest in the shares of the company. C J Sawyer and D O'Neill are directors of the ultimate holding company, Deltron Electronics plc. C J Sawyer's interests in that company are shown in the accounts of that company.

Statement of Directors' Responsibilities

United Kingdom 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 as at the end of the financial year 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; and
- to 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 the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

ROXBURGH FOXHILLS LIMITED

DIRECTORS' REPORT (Continued)

Auditors

On 1 August 2003, Deloitte & Touche will transfer their business to Deloitte & Touche LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. However, at present they remain the company's auditors and have signed the accounts in that capacity. The company has given its consent to treating the appointment of Deloitte & Touche as extending to Deloitte & Touche LLP with effect from 1 August 2003. Accordingly, although the accounts have been signed in the name of Deloitte & Touche, a resolution for the re-appointment of Deloitte & Touche LLP will be proposed at the forthcoming Annual General meeting.

Registered Office:
Suffolk House
Fordham Road
Newmarket
Suffolk
CB8 7AA

On behalf of the board


G A Ralph
Secretary

50 July 2003

**INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF
ROXBURGH FOXHILLS LIMITED**

We have audited the financial statements of Roxburgh Foxhills Limited for the year ended 30 September 2002 which comprise the profit and loss account, the balance sheet, the statement of total recognised gains and losses and the related notes 1 to 16. 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

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and 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 if, in our opinion, the directors' 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 directors' remuneration and transactions with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent mis-statements.

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 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.

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 2002 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche

Deloitte & Touche
Chartered Accountants and Registered Auditors
Cambridge
31 July 2003

ROXBURGH FOXHILLS LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 SEPTEMBER 2002

	Notes	2002 £	As restated 2001 £
Turnover	2	50,000	50,000
Administrative expenses		(19,589)	(17,510)
Operating profit	3	30,411	32,490
Interest Payable and similar charges			
Interest on Group Loans		(38,500)	(39,875)
Loss on ordinary activities before taxation		(8,089)	(7,385)
Taxation	4	(3,836)	(4,331)
Loss for the financial year		(11,925)	(11,716)
Dividends payable	5	-	(50,000)
Retained loss for the financial year	13	<u>(11,925)</u>	<u>(61,716)</u>
Statement of Total Recognised Gains and Losses			
		2002 £	2001 £
Loss for the financial year		(11,925)	(11,716)
Prior period adjustment in respect of Financial Reporting Standard 19		(54,651)	
Total gains and losses recognised since the last report and financial statements		<u>(66,576)</u>	

Continuing Operations

The turnover and operating profit derive from continuing operations.

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

Historical Cost Equivalents

There is no difference between the loss reported above and the equivalent loss calculated on an unmodified historical cost basis.

ROXBURGH FOXHILLS LIMITED

BALANCE SHEET

AS AT 30 SEPTEMBER 2002

	Notes	£	2002 £	As Restated 2001 £	£
Fixed Assets					
Tangible assets	7		739,411		751,762
Current Assets					
Debtors	8	1,648		12,841	
Cash at bank and in hand		102,370		95,280	
			104,018		108,121
Creditors: amounts falling due within one year	9	(41,448)		(64,500)	
Net Current Assets			62,570		43,621
Total Assets less Current Liabilities			801,981		795,383
Creditors: amounts falling due after more than one year	10		(771,521)		(756,834)
Provision for liabilities and charges	11		(58,487)		(54,651)
Net Liabilities			(28,027)		(16,102)
Capital and Reserves					
Called up share capital	12		2		2
Profit and loss account	13		(28,029)		(16,104)
Shareholder's Funds - equity interests only	13		(28,027)		(16,102)

These financial statements were approved by the board of directors on the date shown below and were signed on its behalf by:


C J Sawyer - Director

Date: 30 July 2003

ROXBURGH FOXHILLS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2002

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention.

The company has taken advantage of the exemption under Financial Reporting Standard No. 1 not to prepare a cash flow statement. The consolidated accounts of its parent undertaking include a cash flow statement dealing with cash flows of the group. The company has also taken advantage of the exemption under Financial Reporting Standard No. 8 not to disclose details of transactions with group undertakings.

The accounts are prepared in accordance with all relevant Statements of Standard Accounting Practice and Financial Reporting Standards.

Depreciation

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost less estimated residual value, of each asset over its expected useful life, as follows:

Freehold buildings	- 2% on cost
--------------------	--------------

Interest

Interest was capitalised on the freehold building up until the point the building was completed.

Deferred taxation

Deferred tax is provided in full on timing differences, which 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 that they will be recovered. Deferred tax assets and liabilities are not discounted.

The effect on the current year profits resulting from the implementation of FRS 19 is to create a charge of £3,836. The prior year comparatives have been restated for the impact of FRS 19. The effect on the prior year full year profit and loss account was a charge of £4,331 and £50,320 relates to earlier years. The opening reserves have been restated accordingly by a reduction of £54,651 and this is reflected in the Statement of Total Recognised Gains and Losses.

Operating Leases

Rental income attributable to operating leases where substantially all of the risks and benefits and risk of ownership remain with the company is credited to the profit and loss account evenly over the length of the lease.

2. TURNOVER

Turnover comprises the invoiced value of services supplied exclusive of Value Added Tax. Turnover is entirely attributable to the principal activity and has arisen exclusively in the UK.

ROXBURGH FOXHILLS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2002

3. OPERATING PROFIT	2002	2001
	£	£
Operating profit is stated after charging/(crediting):		
Operating lease rentals receivable	(50,000)	(50,000)
Auditors' remuneration:		
Audit	3,555	2,724
Other services	1,360	-
Depreciation of tangible fixed assets	14,659	14,658
	<u> </u>	<u> </u>
4. TAXATION	2002	2001
	£	£
Current UK tax at 30%	-	-
Deferred tax – timing differences, origination and reversal	3,836	4,331
	<u> </u>	<u> </u>
	3,836	4,331
	<u> </u>	<u> </u>
The tax assessed for the period differs from that resulting from applying the standard rate of corporation tax in the UK 30% (Last period: 30%)		
The differences are explained below:	2002	2001
	£	£
Loss on ordinary activities before tax	(8,089)	(7,385)
	<u> </u>	<u> </u>
Tax at 30% thereon	(2,427)	(2,216)
	<u> </u>	<u> </u>
Effects of:		
Capital allowances in excess of depreciation	(3,836)	(4,331)
Current year loss surrendered as group relief not paid for	6,263	6,547
	<u> </u>	<u> </u>
Current tax charge for period	-	-
	<u> </u>	<u> </u>
5. DIVIDENDS	2002	2001
	£	£
Ordinary dividend proposed on equity shares	-	50,000
	<u> </u>	<u> </u>

6. DIRECTORS AND OTHER EMPLOYEES

The company had no employees during the period other than the directors.
The remuneration of the directors is dealt with in the accounts of the holding company.

ROXBURGH FOXHILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2002

7. TANGIBLE FIXED ASSETS

	Freehold Buildings £	Freehold Land £	Total £
Cost			
At 1 October 2001	732,927	113,796	846,723
Additions during the year	2,308	-	2,308
At 30 September 2002	735,235	113,796	849,031
Depreciation			
At 1 October 2001	94,961	-	94,961
Charge for the year	14,659	-	14,659
At 30 September 2002	109,620	-	109,620
Net Book Value			
At 30 September 2002	625,615	113,796	739,411
At 30 September 2001	637,966	113,796	751,762

Within the brought forward and carried forward cost of freehold buildings is capitalised interest of £91,000. No interest has been capitalised in either of the accounting years dealt with in these accounts

8. DEBTORS

	2002 £	2001 £
VAT recoverable	1,648	1,181
Amounts due from parent undertaking	-	11,660
	1,648	12,841

9. CREDITORS: amounts falling due within one year

	2001 £	2001 £
Accruals and deferred income	16,117	14,500
Amount due to parent undertakings	25,331	-
Dividends payable	-	50,000
	41,448	64,500

ROXBURGH FOXHILLS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2002

10. CREDITORS: amounts falling due after more than one year

	2002	2001
	£	£
Amounts due to parent undertaking	500,000	500,000
Amounts due to fellow subsidiaries	271,521	256,834
	<u>771,521</u>	<u>756,834</u>

There is no repayment schedule for these loans. The directors are of the opinion that these will not become payable within one year.

11. DEFERRED TAXATION

	2002	As restated 2001
	£	£
At 1 October 2001	54,651	50,320
Profit and loss account charge	3,836	4,331
At 30 September 2002	<u>58,487</u>	<u>54,651</u>
Analysis of Deferred Tax Balance		
Capital allowances in excess of depreciation	<u>58,487</u>	<u>54,651</u>

12. SHARE CAPITAL

	2002	2001
	£	£
Authorised 100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called up and fully paid 2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

13. RESERVES AND RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	Share Capital £	Profit and loss account £	Total 2002 £	Total 2001 £
Opening Shareholder's funds as previously reported	2	38,547	38,549	95,934
Prior period adjustment (see note 1)	-	(54,651)	(54,651)	(50,320)
	<u>2</u>	<u>(16,104)</u>	<u>(16,102)</u>	<u>45,614</u>
Opening shareholder's funds as restated	2	(16,104)	(16,102)	45,614
Retained loss for the financial year	-	(11,925)	(11,925)	(61,716)
Closing shareholder's funds	<u>2</u>	<u>(28,029)</u>	<u>(28,027)</u>	<u>(16,102)</u>

ROXBURGH FOXHILLS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2002

14. CONTINGENT LIABILITIES

At the year end Barclays Bank plc and its subsidiaries held a fixed and floating charge over all the assets of the company, including a first legal charge over the company's freehold property. An unlimited multilateral guarantee exists between all UK group companies for bank borrowing and other facilities. Subject to the foregoing, the company had no material contingent liabilities at the year-end.

15. PARENT AND ULTIMATE HOLDING COMPANY

The company's immediate parent and ultimate holding company is Deltron Electronics plc, a company registered in England and Wales. It has included the company in its group accounts, copies of which are available from: The Secretary, Deltron Electronics plc, Suffolk House, Fordham Road, Newmarket, Suffolk, CB8 7AA.

16. ULTIMATE CONTROLLING PARTY

Deltron Electronics plc is listed on the London Stock Exchange. No entity or individual has an ultimate controlling interest.