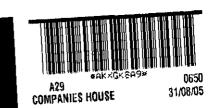
1 Limited

Financial statements for the year ended 30 September 2004 together with directors' and auditors' reports

Registered number: 3071231



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Company information

Directors and officers

D A Gillett Dr A Hooley Dr M Knight A Osmant M Shepherd

Secretary

A Osmant

Registered office

St John's Innovation Centre Cowley Road Cambridge CB4 0WS

Auditors

Deloitte & Touche LLP **Chartered Accountants** Cambridge

Bankers

National Westminster Bank Plc 10 Bene't Street Cambridge CB2 3PU

Directors' report (continued)

The directors present their annual report together with the financial statements and independent auditors' report for the year ended 30 September 2004.

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, subject to any material departures disclosed and explained in the financial statements; and
- 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 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.

Business review

In 2004, the Company has continued the development of its proprietary designs for miniature autofocus camera modules for mobile phones using its ceramic actuator technology. The designs have been incorporated into prototype camera designs for a number of digital camera manufacturers. These prototype cameras are currently being designed for mass-manufacture and marketed to mobile phone manufacturers.

The Company's Digital Sound Projector technology has been extensively enhanced by the development of custom silicon chips and supplementary re-engineering to significantly reduce the cost of the technology to levels appropriate for mass-market products. In November 2003, the Company signed a licence agreement providing manufacturing rights to low cost Digital Sound Projector technology to a major Japanese Corporation. A further licence agreement was signed in July 2004. Resulting from these agreements, 1 Limited has commenced shipping its proprietary custom silicon chips to a licensee in advance of mass manufacture of 1 Limited's second Sound Projector product. This product will be launched in Japan in December 2004.

Subsequent events

On 3 November 2004, 1 Limited signed a licence deal with a major mobile phone handset manufacturer. The licence rights provided by this licence cover 1 Limited's autofocus and zoom mobile phone camera technology.

Principal activities

The principal activity of the company is that of research and development of electronic actuator and digital loud speaker intellectual property.

Results and dividends

The audited financial statements for the year ended 30 September 2004 are set out on pages 7 to 18. The retained loss for the year was £1,733,505 (2003 - £2,685,913). The directors are unable to recommend the payment of a dividend (2003 - £nil).

Directors' report (continued)

Directors' remuneration

The non-executive directors measure the performance of the executive directors and key members of senior management as a prelude to recommending their annual remuneration, bonus awards and awards of share options to the Board for final determination.

Directors and their interests

The directors who served during the year and their beneficial interests in the company's issued share capital were:

	Number		
	30/09/2004	30/09/2003	
D A Gillett	46,720	46,720	
Dr A Hooley	197,196	197,196	
M Knight (Chairman)	-	-	
A Osmant	-	-	
G Rinck (resigned 17 February 2004)	-	-	
M Shepherd	2,374	2,200	

Share Options

The following directors have been granted share options to purchase ordinary shares:

	Number	Exercise price £	Date granted	Exercise period
D A Gillett	6,160	19.60	1/5/2000	1/5/03-1/5/10
	5,760	4.05	1/5/1999	1/5/01-1/5/09
	5,760	4.05	1/5/1998	1/5/00-1/5/08
	1,020	19.60	30/9/2001	1/10/04-30/9/10
	425	19.60	17/1/2003	1/5/04-1/5/10
	765	19.60	30/9/2003	1/10/03-30/9/12
M Shepherd	4,600	19.60	30/9/2001	1/8/04-30/9/07
,	3,124	19.60	17/7/2001	1/8/03-17/7/11
	1,476	19.60	30/9/2001	1/8/03-30/9/07
	9,339	19.60	1/10/2001	1/10/02-1/10/10
	14,000	10.00	1/10/2003	3/11/04-3/11/07
A Osmant	2,344	19.60	17/7/2001	2/1/04-17/7/11
	5,388	19.60	1/10/2001	1/10/02-1/10/10
	780	19.60	17/1/2002	2/1/05-17/1/12
	7,000	10.00	1/10/2003	3/11/04-3/11/07

Directors' report (continued)

Auditors

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.

St John's Innovation Centre Cowley Road Cambridge CB4 0WS By order of the Board:

M Shepherd Director

13 December 2004

Independent auditors' report

To the shareholders of 1 Limited

We have audited the financial statements of 1 Limited for the year ended 30 September 2004 which comprise the profit and loss account, the balance sheet and the related notes 1 to 21. 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 to you 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 misstatements.

Basis of 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.

Independent auditors' report (continued)

Going concern

In forming our opinion, we have considered the adequacy of the disclosures made in note 2 to the accounts, concerning the ability of the company to continue as a going concern. In view of this uncertainty, we consider that it should be drawn to your attention, but our opinion is not qualified in this respect.

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 2004 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche LLP

Chartered Accountants and Registered Auditors

Selitte & Tombe LLP

Cambridge

13 December 2004

Profit and loss account

For the year ended 30 September 2004

	Notes	2004 £	2003 £
Turnover	3	1,449,839	402,869
Cost of sales		(259,890)	(191,878)
Gross profit		1,189,949	210,991
Expenditure			(000.457)
Distribution costs		(514,743)	(380,157)
Research and development expenditure		(2,478,540)	(2,715,452)
Administrative expenses		(383,627)	(378,096)
Other operating income	4		166,451
Operating loss	5	(2,186,961)	(3,096,263)
Finance income	8	72,260	110,350
Loss on ordinary activities before taxation		(2,114,701)	(2,985,913)
Tax on loss on ordinary activities	9	381,196	300,000
Loss on ordinary activities after taxation, being retained loss for			
the year	16	(1,733,505)	(2,685,913)

All of the company's activities are classified as continuing.

There are no recognised gains or losses in either year other than the loss for that year.

The accompanying notes are an integral part of this profit and loss account.

Balance sheet 30 September 2004

	Notes	2004 £	2003 £
Fixed assets Tangible assets	10	29,769	89,156
Current assets			
Stock	11	31,046	109,748
Debtors	12	431,607	463,355
Short term investments	13	1,900,000	2,000,000
Cash at bank and in hand		330,299	290,301
		2,692,952	2,863,404
Creditors: amounts falling due within one year	14	(712,989)	(371,102)
Net current assets		1,979,963	2,492,302
Total assets less current liabilities		2,009,732	2,581,458
Net assets		2,009,732	2,581,458
Capital and reserves			
Called up share capital	15	2,722	2,502
Share premium account	16	13,232,570	12,071,011
Profit and loss account	16	(11,225,560)	(9,492,055)
Shareholders' funds – all equity	17	2,009,732	2,581,458

The financial statements on pages 7 to 18 were approved by the Board and signed on its behalf:

M Shepherd Director

13 December 2004

The accompanying notes are an integral part of this balance sheet.

30 September 2004

1 Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

a) Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

b) Cash flow statement

The financial statements do not include a cash flow statement because the company, as a small reporting entity, is exempt from the requirement to prepare such a statement under Financial Reporting Standard 1 (Revised).

c) Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life as follows:

Plant and machinery

33% per annum

Office equipment Computers and software 33% per annum

33% per annum

Residual value is calculated on prices prevailing at the date of acquisition.

d) Stocks

Stocks and work in progress are stated at the lower of cost and net realisable value. Cost comprises materials, direct labour and a share of production overheads appropriate to the relevant stage of production. Net realisable value is based on estimated selling price less all further costs to completion and all relevant marketing, selling and distribution costs.

e) Turnover

Licence fees - turnover in respect of non-refundable licence fees is recognised when all obligations relating to the grant of the licence have been met.

Research and development services and support fees - turnover is recognised as the services are rendered.

30 September 2004

1 Accounting policies (continued)

f) Leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis.

g) Taxation

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

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 as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

h) Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange at the date of transaction, or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. All exchange differences are included in the profit and loss account.

i) Research and development

Research and development expenditure is written off in the year in which it is incurred. Plant and equipment acquired for research and development activities is written off on a straight line basis at the rate of 33% per annum.

j) Government grants

Government grants in respect of revenue expenditure are credited in the profit and loss account.

k) Pensions

The company contributes to the personal pension plans of some employees and the pension charge represents the amounts payable by the company to those plans in the year.

2 Going concern

During the year under review the company has met its working capital requirements as a result of funds received from shareholders. The directors have prepared projected cash flow information for the period ending 31 December 2005 which shows that based on current forecasts of revenue further funds will need to be raised to take the company to the point at which it is generating positive cash flows. On the basis of this cash flow information, events subsequent to the balance sheet date and a strong supportive shareholder base the directors consider the company will continue in operational existence for the foreseeable future and that it is appropriate to prepare the financial statements on a going concern basis.

These accounts do not reflect any adjustments that may be required if the company was unable to continue in operational existence for the foreseeable future.

30 September 2004

3 Turnover

Class of business Digital Sound Projector revenue 1,350,097 319,155 Other revenue 99,742 83,714 63,774 1,449,839 402,869 402,869 402,869 Ceographical analysis 1,142,537 246,880 263,779 156,189 Ter East 1,7837 - 156,189 Ter East 1,7837 - <t< th=""><th></th><th>2004</th><th>2003</th></t<>		2004	2003
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- plant and machinery 6,964 32,220 Auditors' remuneration: - audit services 7,500 5,650			
Auditors' remuneration: - audit services 7,500 5,650	• -	6,964	32,220
- audit services 7,500 5,650	•		
0.775		7,500	5,650
		9,775	9,395

All research and development expenditure relates to administration expenses.

30 September 2004

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The increase in remuneration in 2004 relates to a performance related bonus paid after the end of the financial year. 7 Directors' remuneration The executive directors' remuneration is set by the non-executive directors. The remuneration of the directors was as follows: 2004 2003 £ £ Emoluments		2 025 159	1 607 210
Company contributions to money purchase pension schemes 26,800 22,800 Annual performance related bonus 196,250 - The number of directors who were members of pension schemes was as follows: 2004 2003 Money purchase schemes 2 2 2 Highest-paid director 2 2 2 The above amounts for remuneration include the following in respect of the highest paid director: £ £ £ Emoluments 119,200 159,012 159,012 Company contributions to money purchase schemes 10,800 12,000 Annual performance related bonus 97,500 - -		2004 £	2003 £
Annual performance related bonus 196,250 - The number of directors who were members of pension schemes was as follows: 2004 2003 Money purchase schemes 2 2 2 Highest-paid director 2004 2003 2004 2003 The above amounts for remuneration include the following in respect of the highest paid director: £ £ £ Emoluments 119,200 159,012 159,012 Company contributions to money purchase schemes 10,800 12,000 Annual performance related bonus 97,500 - -	Emoluments	•	
The number of directors who were members of pension schemes was as follows: 2004 2003 Money purchase schemes 2 2 2 Highest-paid director The above amounts for remuneration include the following in respect of the highest paid director: Emoluments 2004 2003 £ £ £ Emoluments 119,200 159,012 Company contributions to money purchase schemes 10,800 12,000 Annual performance related bonus 97,500 -	Company contributions to money purchase pension schemes		22,800
The number of directors who were members of pension schemes was as follows: 2004 2003 Money purchase schemes 2 2 Highest-paid director The above amounts for remuneration include the following in respect of the highest paid director: 2004 2003 Emoluments 2004 2003 £ £ Emoluments 119,200 159,012 Company contributions to money purchase schemes 10,800 12,000 Annual performance related bonus 97,500 -	Annual performance related bonus	196,250	
Money purchase schemes 2 2 2 Highest-paid director The above amounts for remuneration include the following in respect of the highest paid director: Emoluments 2004 2003 Emoluments 119,200 159,012 Company contributions to money purchase schemes 10,800 12,000 Annual performance related bonus 97,500 -		566,350	386,100
Money purchase schemes 2 2 2 Highest-paid director The above amounts for remuneration include the following in respect of the highest paid director: Emoluments 2004 2003 Emoluments 119,200 159,012 Company contributions to money purchase schemes 10,800 12,000 Annual performance related bonus 97,500 -	The number of directors who were members of pension schemes was as follows:		
Highest-paid director The above amounts for remuneration include the following in respect of the highest paid director: Emoluments Company contributions to money purchase schemes Annual performance related bonus Highest-paid director 2004 2003 £ £ 119,200 159,012 10,800 12,000		2004	
The above amounts for remuneration include the following in respect of the highest paid director: Emoluments Company contributions to money purchase schemes Annual performance related bonus 2004 2003 £ £ 119,200 159,012 10,800 12,000	Money purchase schemes	0	2003
The above amounts for remuneration include the following in respect of the highest paid director: Emoluments Company contributions to money purchase schemes Annual performance related bonus 2004 2003 £ £ 119,200 159,012 10,800 12,000	• •	2	
of the highest paid director: 2004 $£$ $£$ $£$ $£$ Emoluments $119,200$ $159,012$ Company contributions to money purchase schemes $10,800$ $12,000$ Annual performance related bonus $97,500$ $-$	•		
Emoluments 119,200 159,012 Company contributions to money purchase schemes 10,800 12,000 Annual performance related bonus 97,500 -		2	
Company contributions to money purchase schemes 10,800 12,000 Annual performance related bonus 97,500 -	of the thighest part species.		2
Company contributions to money purchase schemes 10,800 12,000 Annual performance related bonus 97,500 -	Emoluments	2004	2003
Annual performance related bonus 97,500 -	Efficiation	2004 £	2003 £
· · · · · · · · · · · · · · · · · · ·	Company contributions to money purchase schemes	2004 £ 119,200	2003 £ 159,012
	·	2004 £ 119,200 10,800	2003 £ 159,012

30 September 2004

7 Directors' remuneration (continued)

One third of the highest paid director's annual bonus was reinvested in the Company's share capital post the end of the year, under the terms of the bonus agreement.

Merrycroft Limited, a company of which M Knight is also a director, invoiced £15,000 for consultancy services provided by M Knight during the year (2003 - £4,274). The balance due to Merrycroft Ltd in respect of these services at 30 September 2004 was £3,750 (2003 - £4,274).

8 Finance income (net)		
•	2004	2003
	£	£
Bank interest receivable	72,260	110,350
9 Tax on loss on ordinary activities		
	2004	2003
	£	£
Research and development tax credit - prior year	175,642	•
- current year	300,000	300,000
Foreign tax	(94,446)	· -
	381,196	300,000

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 30%. The actual tax credit for the current and previous year is lower than the standard rate for the reasons set out in the following reconciliation:

	2004	2003
	£	£
Loss on ordinary activities before tax	(2,114,701)	(2,985,913)
Tax on loss on ordinary activities at standard rate	634,410	895,774
Factors affecting charge for the year:		
Expenses not deductible for tax purposes	(3,322)	(14,501)
Capital allowances in deficit of depreciation	(19,547)	(32,308)
Deferred tax asset not recognised in respect of revenue losses	(269,129)	(466,822)
Movement in short term timing differences	1,800	(10,800)
Research and development enhanced deduction	189,954	191,157
Foreign tax expensed	28,334	-
Research and development tax credit	300,000	300,000
Expenses surrendered for tax credit	(562,500)	(562,500)
Foreign tax suffered	(94,446)	-
Prior period adjustments	175,642	
Current tax credit for year	381,196	300,000

30 September 2004

9 Tax on loss on ordinary activities (continued)

Deferred tax

A deferred tax asset of £1,892,108 (2003 - £1,759,703) in respect of tax losses has not been provided for on the basis of the uncertainty surrounding its full recoverability in the future. This asset will be recoverable against the company's future taxable income.

10 Tangible fixed assets	Plant and machinery £	Office equipment £	Computers and software £	Total £
	~	~	-	
Cost	549,343	28,248	73,212	650,803
At 1 October 2003 Additions	4,912	20,240	17,228	22,140
Additions				· · · · · · · · · · · · · · · · · · ·
At 30 September 2004	554,255	28,248	90,440	672,943
Depreciation				
At 1 October 2003	484,040	24,391	53,216	561,647
Charge for the year	57,529	3,756	20,242	81,527
At 30 September 2004	541,569	28,147	73,458	643,174
Net book value				
At 30 September 2004	12,686	101	16,982	29,769
At 30 September 2003	65,303	3,857	19,996	89,156
11 Stocks				
			2004	2003
			£	£
Raw materials and consumables			29,146	-
Work in progress			1,900	51,817
Finished goods and goods for resale				57,931
			31,046	109,748

There are no significant differences between the replacement cost and the book values of stocks.

30 September 2004

12 Debtors: Amounts falling due within one year		
	2004	2003
	£	£
Trade debtors	112,291	131,604
Taxation recoverable	300,000	313,045
Prepayments	19,316	18,706
	431,607	463,355
13 Short term investments		
	2004	2003
	£	£
Short term investments	1,900,000	2,000,000
These amounts represent balances on deposit with maturity periods of up to one month.		
14 Creditors: Amounts falling due within one year		
	2004	2003 £
	£ 107,739	165,569
Trade creditors		47,232
Other taxation and social security	50,484 554,766	·
Other creditors	554,766	158,301
	712,989	371,102

30 September 2004	ŀ
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15 Called up share capital		2004 £	2003 £
Authorised 1,600,000 ordinary shares of 0.25p each		4,000	4,000
Allotted, called up and fully paid 1,088,834 (2003 – 1,000,580) ordinary shares of 0.25p each		2,722	2,502
Shares issued during the year were:	Number	Nominal Value £	Consideration £
Ordinary shares	88,254	220	1,161,779
Assuming all granted share options at 30 September 2004 are exerc 1,224,302.	cised, the fully diluted	d number of s	hares is
16 Pacanine			

16	Reserv	ne
10	neserv	-

16 Reserves	Share premium account	Profit and loss account	Total
	£	£	£
At 1 October 2003	12,071,011	(9,492,055)	2,578,956
Shares issued during the year	1,161,559	-	1,161,559
Retained loss for the year		(1,733,505)	(1,733,505)
At 30 September 2004	13,232,570	(11,225,560)	2,007,010

30 September 2004

17 Reconciliation of movements in shareholders' funds	2004 £	2003 £
Loss for the financial year New shares issued	(1,733,505) 1,161,779	(2,685,913) 72,363
Net reduction in shareholders' funds Opening shareholders' funds Closing shareholders' funds	(571,726) 2,581,458 2,009,732	(2,613,550) 5,195,008 2,581,458
18 Financial commitments Annual commitments under non-cancellable operating leases are as follows:	2004 Plant and machinery £	2003 Plant and machinery £
Expiry date: Within one year Between 2 and 5 years	2,449 4,966 7,415	1,434 5,158 6,592

19 Share options

At 30 September 2004 employees held options for 135,468 unissued ordinary shares (2003 – 128,362) as follows:

Number of Shares	Option price per share £	Exercise period
11,520	4.05	1/5/00-1/5/09
6,720	9.88	5/8/99-12/8/08
8,960	16.25	1/3/03-1/3/06
81,424	19.60	22/10/00-17/1/13
3,844	32.00	22/5/01-17/7/11
2,000	32.50	2/5/00-2/5/09
21,000	10.00	3/11/04-3/11/07

During the year, a further 21,000 share options were granted and 13,894 share options lapsed.

Notes to the financial statements 30 September 2004

20 Controlling party

There is no ultimate controlling party.

21 Subsequent events

On 3 November 2004, 1 Limited signed a licence deal with a major mobile phone handset manufacturer. The licence rights provided by this licence cover 1 Limited's autofocus and zoom mobile phone camera technology.