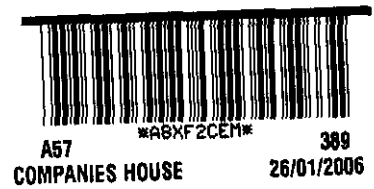


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**Report of the Directors and
Financial Statements
for the Year Ended 31 December 2005
for
Quiller Holdings Limited**



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for the Year Ended 31 December 2005**

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Quiller Holdings Limited

**Company Information
for the Year Ended 31 December 2005**

DIRECTORS:

D O'Neill
G A Ralph

SECRETARY:

D O'Neill

REGISTERED OFFICE:

Cheveley House
Fordham Road
Newmarket
Suffolk
CB8 7XN

REGISTERED NUMBER:

3611347

AUDITORS:

Deloitte & Touche LLP
Chartered Accountants & Registered Auditors
Leeds

Quiller Holdings Limited

Report of the Directors for the Year Ended 31 December 2005

The directors present their report with the financial statements of the company for the year ended 31 December 2005.

REVIEW OF BUSINESS

There was no trading in the year and no intention to trade in the forthcoming year. During the period the company paid a dividend of £614,375 (2004: £nil).

DIRECTORS

The directors during the year under review were:

D O'Neill
G A Ralph

The directors holding office at 31 December 2005 did not hold any beneficial interest in the issued share capital of the company at date of appointment or 31 December 2005.

The company is a wholly owned subsidiary of Deltron Electronics plc. D O'Neill is a director of that company and his interests in the share capital of that company are shown in that company's directors' report. The interests of G A Ralph at the start and end of the year, in the share capital of the ultimate holding company and options over it are shown below:

	At 01/01/05	Number of Options During the year		At 31/12/05	Exercise Price	Date from Which Exercisable	Expiry Date
		Granted	Exercised				
G A Ralph	13,423	-	-	13,423	110p	14/01/02	14/01/12
	30,000	-	-	30,000	67p	16/07/02	15/07/12

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 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;
- 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.

AUDITORS

During the year Rothman Pantall & Co resigned as auditors to the company and Deloitte & Touche LLP was appointed to fill this vacancy. The auditors, Deloitte & Touche LLP, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:



G A Ralph - Director

13 January 2006

Quiller Holdings Limited

Independent Auditors' Report to the Members of Quiller Holdings Limited

We have audited the financial statements of Quiller Holdings Limited for the year ended 31 December 2005 which comprise the profit and loss account, the balance sheet and the related notes to 1 to 8. 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 financial statements in accordance with applicable United Kingdom law and United Kingdom Generally Accepted Practice. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom 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 in accordance with the relevant framework and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Report of the Directors 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 Report of the Directors and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

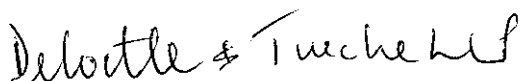
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2005 and of its result for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche LLP

Chartered Accountants & Registered Auditors

Leeds

13 January 2006

Quiller Holdings Limited

**Profit and Loss Account
for the Year Ended 31 December 2005**

	Notes	2005 £	2004 £
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION		-	-
Dividends	3	<u>(614,375)</u>	<u>-</u>
RETAINED LOSS FOR THE YEAR		<u>(614,375)</u>	<u>-</u>

DISCONTINUED OPERATIONS

All results relate to discontinued operations.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the results set out above.

Quiller Holdings Limited

Balance Sheet
31 December 2005

	Notes	2005 £	2004 £
FIXED ASSETS			
Investments	4	595,545	595,545
CURRENT ASSETS			
Amounts due by subsidiary undertakings		<u>614,372</u>	<u>614,372</u>
CREDITORS: amounts falling due within one year			
Amounts due to parent company		<u>(614,375)</u>	<u>-</u>
NET CURRENT (LIABILITIES)/ASSETS		<u>(3)</u>	<u>614,372</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>595,542</u>	<u>1,209,917</u>
CAPITAL AND RESERVES			
Called up share capital	5	68,750	68,750
Share premium	6	526,792	526,792
Profit and loss account	6	<u>-</u>	<u>614,375</u>
SHAREHOLDERS' FUNDS	8	<u>595,542</u>	<u>1,209,917</u>

ON BEHALF OF THE BOARD:


G A Ralph - Director

Approved by the Board on 13 January 2006

Notes to the Financial Statements

1. ACCOUNTING POLICIES

The financial statements have been in accordance with applicable United Kingdom accounting standards. They have been applied consistently throughout the year and the preceding year. The particular accounting policies adopted are described below.

Accounting convention

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

Cash flow statement

The company has taken advantage of the exemption under Financial Reporting Standard No. 1 not to prepare a cash flow statement. The consolidated financial statements of its parent undertaking include a cash flow statement dealing with cash flows of the group.

Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirement to do so by section 228 of the Companies Act 1985 as it is a wholly owned subsidiary undertaking of Deltron Electronics plc, a company incorporated in England and Wales and is included in the consolidated accounts of that company.

The company has also taken advantage of the exemption under Financial Reporting Standard No. 8 not to disclose details of transactions with group undertakings.

2. PROFIT AND LOSS ACCOUNT

No emoluments were payable to the directors, who were the only employees, of the company during the current and preceding financial period.

Auditors' remuneration has been borne by another group undertaking in the current and prior periods. The cost of the annual return fee was borne by another group undertaking without any right of reimbursement

3. DIVIDENDS

	2005 £	2004 £
Equity shares:		
Final dividend of £4.46 (2004: £nil) per ordinary share	<u>614,375</u>	<u>-</u>

Quiller Holdings Limited

Notes to the Financial Statements

4. FIXED ASSET INVESTMENTS

	Unlisted investments £
COST	
At 1 January 2005	<u>595,545</u>
At 31 December 2005	<u>595,545</u>
	<hr/>
NET BOOK VALUE	
At 31 December 2005	<u>595,545</u>
At 31 December 2004	<u>595,545</u>

The company's investments at the balance sheet date in the share capital of companies include the following:

Quiller Electronics Limited

Nature of business: Distribution of electronic components

	% holding	2005 £	2004 £
Class of shares:			
Ordinary	100.00		
Aggregate capital and reserves		874,609	874,609
Profit for the year		<u>-</u>	<u>381,331</u>

Quiller 1998 Limited

Nature of business: Dormant

	% holding	2005 £	2004 £
Class of shares:			
Ordinary	100.00		
Aggregate capital and reserves		<u>531</u>	<u>531</u>

Paisey Cables Limited

Nature of business: Dormant

	% holding	2005 £	2004 £
Class of shares:			
Ordinary	100.00		
Aggregate capital and reserves		<u>1</u>	<u>1</u>

Quiller Holdings Limited

Notes to the Financial Statements

5. CALLED UP SHARE CAPITAL

Authorised: Number:	Class:	Nominal value:	2005 £	2004 £
200,000	Ordinary	50p	<u>100,000</u>	<u>100,000</u>

Allotted, issued and fully paid: Number:	Class:	Nominal value:	2005 £	2004 £
137,500	Ordinary	50p	<u>68,750</u>	<u>68,750</u>

6. RESERVES

	Profit and loss account £	Share premium £	Totals £
At 1 January 2005	614,375	526,792	1,141,167
Retained loss for the year	<u>(614,375)</u>	<u>-</u>	<u>(614,375)</u>
At 31 December 2005	<u>-</u>	<u>526,792</u>	<u>526,792</u>

7. ULTIMATE PARENT COMPANY

The ultimate parent undertaking is Deltron Electronics plc, a company incorporated in the United Kingdom.

8. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2005 £	2004 £
Profit for the financial year	-	-
Dividends	<u>(614,375)</u>	<u>-</u>
Net reduction in shareholders' funds	(614,375)	-
Opening shareholders' funds	<u>1,209,917</u>	<u>1,209,917</u>
Closing shareholders' funds	<u>595,542</u>	<u>1,209,917</u>
Equity interests	<u>595,542</u>	<u>1,209,917</u>