

CTD International Services Limited

Registered number 03869750

Directors' report and financial statements

For the year ended 31 December 2011

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CTD INTERNATIONAL SERVICES LIMITED

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CTD INTERNATIONAL SERVICES LIMITED

COMPANY INFORMATION

Directors	T S Inn Y S Wong P R Martin
Company secretary	P R Martin
Company number	03869750
Registered office	St James Building 79 Oxford Street Manchester M1 6EJ
Auditors	Mazars LLP Chartered Accountants & Statutory Auditors The Lexicon 10/12 Mount Street Manchester M2 5NT

CTD INTERNATIONAL SERVICES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011

The directors present their report and the financial statements for the year ended 31 December 2011

Principal activities

The principal activity of the company during the year was that of management activities

Results

The loss for the year, after taxation, amounted to £214,987 (2010 - loss £361,438)

Directors

The directors who served during the year were

T S Inn
Y S Wong
P R Martin

Directors' responsibilities statement

The directors are responsible for preparing the Directors' 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). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. 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.

CTD INTERNATIONAL SERVICES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011

Provision of information to auditors

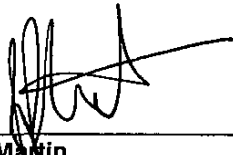
Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

Auditors

The Auditors, Mazars LLP, have indicated their willingness to continue in office

This report was approved by the board and signed on its behalf



P R Martin
Secretary

Date 21 September 2012

St James Building
79 Oxford Street
Manchester
M1 6EJ

CTD INTERNATIONAL SERVICES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF CTD INTERNATIONAL SERVICES LIMITED

We have audited the financial statements of CTD International Services Limited for the year ended 31 December 2011, which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors. This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

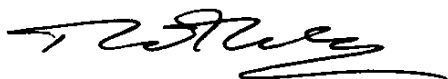
CTD INTERNATIONAL SERVICES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF CTD INTERNATIONAL SERVICES LIMITED

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Timothy Hudson (Senior statutory auditor)

for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditors

The Lexicon
10/12 Mount Street
Manchester
M2 5NT

26 September 2012

CTD INTERNATIONAL SERVICES LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2011

	Note	2011 £	2010 £
Turnover	1,2	662,749	1,225,550
Administrative expenses		(717,445)	(1,193,265)
Exceptional administrative expenses	6	(160,291)	(393,723)
Total administrative expenses		<u>(877,736)</u>	<u>(1,586,988)</u>
Loss on ordinary activities before taxation		(214,987)	(361,438)
Tax on loss on ordinary activities	7	-	-
Loss for the financial year	11	<u>(214,987)</u>	<u>(361,438)</u>

All amounts relate to continuing operations

There were no recognised gains and losses for 2011 or 2010 other than those included in the profit and loss account

The notes on pages 8 to 14 form part of these financial statements

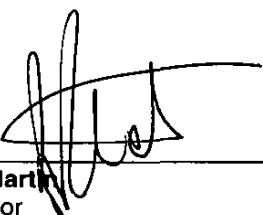
CTD INTERNATIONAL SERVICES LIMITED

Registered number: 03869750

BALANCE SHEET AS AT 31 DECEMBER 2011

	Note	£	2011 £	£	2010 £
Current assets					
Debtors	8	154,432		66,072	
Cash at bank		42,764		188,131	
		<u>197,196</u>		<u>254,203</u>	
Creditors , amounts falling due within one year	9	<u>(558,708)</u>		<u>(400,728)</u>	
Net current liabilities			<u>(361,512)</u>		<u>(146,525)</u>
Total assets less current liabilities			<u>(361,512)</u>		<u>(146,525)</u>
Capital and reserves					
Called up share capital	10		10,000		10,000
Profit and loss account	11		<u>(371,512)</u>		<u>(156,525)</u>
Shareholders' deficit	12		<u>(361,512)</u>		<u>(146,525)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by


P R Martin
Director

Date 27 September 2012

The notes on pages 8 to 14 form part of these financial statements

CTD INTERNATIONAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

1. Accounting Policies

1.1 Basis of preparation of financial statements

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

The financial statements have been drawn up on a going concern basis notwithstanding net current liabilities and a deficiency in shareholders funds at 31 December 2011 of £361,512. The directors believe this to be appropriate because although the company is reliant on the immediate controlling party for ongoing support, this party have provided the company with an undertaking that they will, for at least 12 months from the date of approval of these financial statements, continue to make available such funds as are needed by the company to continue in operational existence for the foreseeable future by meeting their liabilities as they fall due for payment. As with any company placing reliance on other entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

1.2 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.3 Turnover

Turnover comprises revenue recognised by the company at the point that goods and services are supplied, exclusive of Value Added Tax and trade discounts.

1.4 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the profit and loss account.

1.5 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

CTD INTERNATIONAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

2. Turnover

An analysis of turnover by class of business is as follows

	2011 £	2010 £
Overseas	662,749	1,225,550

All turnover arose within the rest of the world

As permitted by the Companies Act 2006, no subdivision of turnover by geographical market is provided as, in the opinion of the directors, such disclosure would seriously prejudice the group's interests

3. Loss

The loss is stated after charging/(crediting)

	2011 £	2010 £
Difference on foreign exchange	7,058	(6,756)
Exceptional administrative expenses (note 5)	160,291	393,723

During the year, no director received any emoluments (2010 - £NIL)

4. Auditors' remuneration

	2011 £	2010 £
Fees payable to the company's auditor for the audit of the company's annual accounts	4,000	4,000
Fees payable to the company's auditor and its associates in respect of		
Other services relating to taxation	3,000	3,800

CTD INTERNATIONAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

5. Staff costs

Staff costs were as follows

	2011 £	2010 £
Wages and salaries	595,317	939,850
Social security costs	55,218	54,867
Other pension costs	30,400	52,857
	<u>680,935</u>	<u>1,047,574</u>

The average monthly number of employees, including the directors, during the year was as follows

	2011 No.	2010 No.
Administrative	<u>16</u>	<u>23</u>

6. Exceptional items

	2011 £	2010 £
Provision for doubtful debts	<u>160,291</u>	<u>393,723</u>

The financial statements include a provision for doubtful debts due from related parties, Akosombo Textiles Limited, United Markets Inc and CTD Congo. The directors consider that the provision warrants separate disclosure in the financial statements by virtue of its size.

7. Taxation

	2011 £	2010 £
UK corporation tax charge on loss for the year	<u>-</u>	<u>-</u>

CTD INTERNATIONAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

7. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2010 - higher than) the standard rate of corporation tax in the UK of 26.5% (2010 - 28%). The differences are explained below

	2011 £	2010 £
Loss on ordinary activities before tax	(214,987)	(361,438)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 26.5% (2010 - 28%)	(56,972)	(101,203)
Effects of:		
Expenses not deductible for tax purposes	42,476	110,242
Capital allowances for year in excess of depreciation	(234)	(309)
Group relief	14,730	(8,730)
Current tax charge for the year (see note above)	-	-

Factors that may affect future tax charges

The company has no tax losses to carry forward

8. Debtors

	2011 £	2010 £
Trade debtors	17,246	9,973
Amounts owed by group undertakings	546	546
Amounts owed by related parties (note 13)	129,172	33,518
Other debtors	7,468	22,035
	154,432	66,072

CTD INTERNATIONAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

9. Creditors: Amounts falling due within one year

	2011 £	2010 £
Bank loans and overdrafts	27,481	-
Trade creditors	3,461	2,471
Amounts owed to group undertakings	276,885	171,485
Social security and other taxes	3,035	61
Amounts due to related parties (note 14)	193,516	175,090
Other creditors	50,609	47,900
Accruals and deferred income	3,721	3,721
	<u>558,708</u>	<u>400,728</u>

10. Share capital

	2011 £	2010 £
Allotted, called up and fully paid		
10,000 Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>

11. Reserves

	Profit and loss account £
At 1 January 2011	(156,525)
Loss for the year	(214,987)
At 31 December 2011	<u>(371,512)</u>

12. Reconciliation of movement in shareholders' deficit

	2011 £	2010 £
Opening shareholders' (deficit)/funds	(146,525)	214,913
Loss for the year	(214,987)	(361,438)
Closing shareholders' deficit	<u>(361,512)</u>	<u>(146,525)</u>

13. Pension commitments

During the year the company made pension contributions of £30,400 (2010 £52,857) on behalf of its employees and no amounts were due at the period end date

CTD INTERNATIONAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

14. Related party transactions

During the year the company provided services to United Markets Inc, a company under common control, to the value of £174,423 (2010 £396,661) During the year £67,616 (2010 £nil) was provided in respect of the debt due from United Markets Inc

During the year the company provided services to United Nigerian Textiles Plc, a company under common control, to the value of £261,369 (2010 £180,285)

During the year the company provided services to Akosombo Textiles Limited, a company under common control, to the value of £41,464 (2010 £408,603) During the year £66,589 (2010 £393,723) was provided in respect of the debt due from Akosombo Textiles Limited

During the year the company provided services to Da Viva Fashion Limited, a company under common control, to the value of £102,254 (2010 £75,433)

During the year the company provided services to Qualitex Textiles Limited, a company under common control, to the value of £78,491 (2010 £nil)

During the year the company incurred expenses on behalf of CTD Congo, a company under common control, to the value of £26,086 (2010 £12,200) During the year £26,086 (2010 £nil) was provided in respect of the debt due from CTD Congo

The following balances were due from and owed to companies under common control as at the balance sheet date

Debtors

	2011 £	2010 £
CTD Congo	-	12,200
CTD Ghana	11,067	11,055
Qualitex Textiles Limited	33,991	8,000
MP	1,941	2,263
United Nigerian Textiles Plc	82,173	-
Total	<u>129,172</u>	<u>33,518</u>

Creditors

	2011 £	2010 £
Qualitex Textiles Limited	134,095	114,222
United Nigerian Textiles Plc	55,320	53,749
United Markets Inc	-	6,336
Other minor balances	4,101	783
Total	<u>193,516</u>	<u>175,090</u>

CTD INTERNATIONAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

15. Ultimate parent undertaking and controlling party

The immediate holding company is Cha Technologies Group Plc, a company registered in England and Wales. Copies of the consolidated accounts of Cha Technologies Group Plc may be obtained from the Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ. The ultimate parent company is Gold Peak Holdings, a company incorporated in the BVI. The ultimate controlling party of the company is the Cha family.