Company Registration No. 4484240 (England and Wales)

PHASE LIGHTING LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2007





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COMPANY INFORMATION

Directors P Lai (Appointed 14 December 2007)

I A George

N K Green (Appointed 12 April 2007)

T L Chang (Appointed 14 December 2007)
T J Chen (Appointed 14 December 2007)

Secretary P Lai

Company number 4484240

Registered office 5th Floor

7/10 Chandos Street

London W1G 9DQ

Auditors Simmons Gainsford LLP

7/10 Chandos Street Cavendish Square

London W1G 9DQ

Business address Willow Drive

Sherwood Park Industrial Estate

Annesley Nottingham NG15 ODP

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DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2007

The directors present their report and financial statements for the year ended 31 December 2007

Principal activities and review of the business

The principal activity of the company continued to be that of distributors of electrical products (lighting and security) to the wholesale market

The performance was in line with the Directors expectations and forecast. Turnover was up by 7.8% and gross profit increased by over 5%. This was due to the continued growth of major brands and the maintenance of price levels despite growing pressure from an increasingly competitive market. Maturation of field sales and internal staff also contributed.

Despite further consolidation in the electrical wholesale market and ongoing inventory tightening the Directors are confident that the profitability of the business will be enhanced by an expanding brand portfolio and an increase in the range of products supplied to existing well established labels

Further additions to the field sales force are planned to support the new customer and product initiatives

The recent merger with Everspring, a key manufacturer in our industry sector, and strengthening of relationships with our other long-term production partner means that the company will be able to respond more rapidly to new market opportunities. The merger will benefit the company by offering integration into an improved operating system and the financial backing to enter into more expansive markets such as DIY and overseas channels.

The Directors feel that the continued strategy of introducing products that are energy conserving and in line with environmental policies will help pull business through our existing and new channel partners

Recent business wins in the new financial year are encouraging. The Directors look forward to meeting the challenges of future expansion and maximising new profit potential.

Results and dividends

The results for the year are set out on page 6

An interim ordinary dividend was paid amounting to £39,996

An interim preference dividend was paid amounting to £49,970

Purchase of own shares

During the year, the Company has redeemed 144,000 preference shares at par value of £1 each. By way of cash payment to the preference shareholders

Directors

The following directors have held office since 1 January 2007

P Lai (Appointed 14 December 2007)

I A George

N K Green (Appointed 12 April 2007)
P Richardson (Resigned 12 April 2007)

T L Chang (Appointed 14 December 2007)
T J Chen (Appointed 14 December 2007)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2007

Directors' interests

The directors' interests in the shares of the company were as stated below

	Ordinary s	hares of £1 each
	31 December 2007	1 January 2007
I A George	12	33
N K Green	12	-
P Lai	-	•
T L Chang	-	-
T J Chen	•	-
	Preference	share of £1 each

	Preference Share of £1 each	
	31 December 2007	1 January 2007
I A George '	-	72,000
N K Green	•	72,000
P Lai	-	-
T L Chang	-	-
T J Chen	-	-

Auditors

Simmons Gainsford LLP were appointed auditors to the company during the year and in accordance with section 385 of the Companies Act 1985, a resolution proposing that they be re-appointed will be put to the Annual General Meeting

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2007

Directors' responsibilities

The directors are responsible for preparing 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 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 that 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.

Statement of disclosure to auditor

- (a) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and
- (b) they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

On behalf of the board

1 A George Director

25 March 2008

P Lar

Director

25 March 2008

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INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF PHASE LIGHTING LIMITED

We have carried out audit review of the financial statements of Phase Lighting Limited for the year ended 31 December 2007 set out on pages 6 to 19 These financial statements have been prepared under the accounting policies set out therein. The financial statements of the company for the year ended 31 December 2006 were unaudited.

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 the 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 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)

TO THE SHAREHOLDERS OF PHASE LIGHTING LIMITED

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 2007 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

Simmons Gainsford LLP

25 March 2008

Chartered Accountants
Registered Auditor

7/10 Chandos Street Cavendish Square London W1G 9DQ

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2007

	Notes	2007 £	2006 £
Turnover	2	2,772,393	2,571,457
Cost of sales		(1,794,504)	(1,790,477)
Gross profit		977,889	780,980
Administrative expenses		(759,387)	(728,139)
Other operating income		17,184	25,460
Operating profit	3	235,686	78,301
Other interest receivable and similar			
ıncome	4	11,358	109
Interest payable and similar charges	5	(38,779)	(43,814)
Profit on ordinary activities before			
taxation		208,265	34,596
Tax on profit on ordinary activities	6	(72,988)	(14,487)
Profit for the year	15	135,277	20,109
			

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

BALANCE SHEET

AS AT 31 DECEMBER 2007

		200)7	200 as resta	_
	Notes	£	£	£	£
Fixed assets					
Intangible assets	8		16,127		48,380
Tangible assets	9		12,804		23,950
			28,931		72,330
Current assets					
Stocks	10	456,138		388,740	
Debtors	11	412,343		434,705	
Cash at bank and in hand		121,373		111,153 	
		989,854		934,598	
Creditors: amounts falling due within					
one year	12	(873,975)		(763,429)	
Net current assets			115,879		171,169
Total assets less current liabilities			144,810		243,499
Capital and reserves					
Called up share capital	14		99		144,099
Other reserves	15		144,000		-
Profit and loss account	15		711		99,400
Shareholders' funds	16		144,810		243,499

Approved by the Board and authorised for issue on 25 March 2008

I A George Director P Lai Director

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2007

	£	2007 £	20 (re £	06 estated) £
		_		
Net cash inflow/(outflow) from operating activities		254,254		(31,828)
Returns on investments and servicing of finance				
Interest received	11,358		109	
Interest paid	(38,779)		(43,404)	
Non equity dividends paid	(49,970)		(8,800)	
Net cash outflow for returns on investments				
and servicing of finance		(77,391)		(52,095)
Taxation		(25,207)		(9,646)
Capital expenditure				
Payments to acquire tangible assets	(3,435)		(4,470)	
Receipts from sales of tangible assets	8,900		-	
Net cash inflow/(outflow) for capital				
expenditure		5,465		(4,470)
Equity dividends paid		(39,996)		
Net cash inflow/(outflow) before management of liquid resources and financing		117,125		(98,039)
Emphoine				
Financing Purchase of own shares	(144,000)		_	
Capital element of hire purchase contracts	(4,000)		(4,000)	
Capital element of thre purchase contracts	(4,000)			
Net cash inflow/(outflow) from financing		(148,000)		(4,000)
Increase/(decrease) in cash in the year		(30,875)		(102,039)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2007

1	Reconciliation of operating profit to n operating activities	et cash inflow/(outflov	v) from	2007	2006
	•••••••••••••••••••••••••••••••••••••••			£	£
	Operating profit			235,686	78,301
	Depreciation of tangible assets			5,681	8,805
	Amortisation of intangible assets			32,256	32,254
	(Increase)/decrease in stocks			(67,398)	80,317
	Decrease/(increase) in debtors			22,362	(93,406)
	Increase/(decrease) in creditors within o	ne year		25,667	(138,099)
	Net cash inflow/(outflow) from operat	ing activities		254,254	(31,828)
2	Analysis of net debt	1 January 2007	Cash flow	Other non- cash changes	31 December 2007
		£	£	£	£
	Net cash				
	Cash at bank and in hand	111,153	10,220	-	121,373
	Bank overdrafts	(339,454)	(41,095)		(380,549)
		(228,301)	(30,875)		(259,176)
	Bank deposits	•	-	-	-
	Debt				
	Finance leases	(4,000)	4,000	-	-
	Debts falling due within one year	(30,000)	30,000		
	Net debt	(262,301)	3,125		(259,176)
3	Reconciliation of net cash flow to mo	vement in net debt		2007	2006
				£	£
	Decrease in cash in the year			(30,875)	(102,039)
	Cash outflow from decrease in debt and	lease financing		34,000	46,000
	Movement in net debt in the year			3,125	(56,039)
	Opening net debt			(262,301)	(206,262)
				(259,176)	(262,301)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2007

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated)

1.3 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts

1.4 Intangible assets

Trademarks are valued at cost less accumulated amortisation. Amortisation is calculated to write off the cost in equal annual instalments over their estimated useful lives of five years.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows

Plant and machinery 15% per annum reducing balance

Computer equipment 33% per annum straight line

Fixtures, fittings & equipment 15% per annum reducing balance

Motor vehicles 25% reducing balance

1.6 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

1.7 Stock

Stock is valued at the lower of cost and net realisable value

18 Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year

1.9 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences using the liability method only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2007

1 Accounting policies

(continued)

901

410

43,814

673

38,779

1.10 Foreign currency translation

Geographical market

Hire purchase interest

On overdue tax

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

2 Turnover

	Geographical market		
		Turno	ver
		2007	2006
		£	£
	United Kingdom	2,751,733	2,555,582
	Eire	20,660	15,875
		2,772,393 ———	2,571,457 ———
3	Operating profit	2007	2006
		£	£
	Operating profit is stated after charging		
	Amortisation of intangible assets	32,256	32,254
	Depreciation of tangible assets	5,681	8,805
	Operating lease rentals		
	- Plant and machinery	31,435	28,023
	Auditors' remuneration	6,000	-
4	Investment income	2007	2006
		£	£
	Bank interest	11,358	109
5	Interest payable	2007	2006
•	intologe payable	£	£
		6.	-
	On bank loans and overdrafts	37,302	38,823
	On other loans wholly repayable within five years	804	3,680

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2007

6	Taxation	2007 £	2006 £
	Domestic current year tax		
	U K corporation tax	72,988	15,714
	Current tax charge	72,988	15,714
	Deferred tax		
	Deferred tax charge/credit current year		(1,227)
		72,988	14,487
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	208,265	34,596
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 30 00% (2006 - 19 00%)	62,480	6,573
	Effects of		
	Non deductible expenses	3,922	2,664
	Depreciation add back	11,380	7,801
	Capital allowances	(1,685)	(1,324)
	Other tax adjustments	(3,109)	
		10,508	9,141
	Current tax charge	72,988	15,714
7	Dividends	2007	2006
		£	£
	Dividends on equity shares:		
	Ordinary interim paid	39,996	-
	Dividends on non-equity shares:		
	Preference interim paid	49,970	8,800
		89,966	8,800
			·

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2007

8	Intangible fixed assets				Patents £
	Cost At 1 January 2007 & at 31 December 2007				161,268
	Amortisation				
	At 1 January 2007 Charge for the year				112,888 32,253
	At 31 December 2007				145,141
	Net book value				16 127
	At 31 December 2007				16,127 ———
	At 31 December 2006 (restated)				48,380
9	Tangible fixed assets	Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Total
		£	£	£	£
	Cost	14 221	24.009	20,767	59,986
	At 1 January 2007 Additions	14,221 1,095	24,998 2,340	20,707	3,435
	Disposals	-	-	(20,767)	(20,767)
	At 31 December 2007	15,316	27,338		42,654
	Depreciation				
	At 1 January 2007 On disposals	6,329 -	19,648 -	10,059 (11,867)	36,036 (11,867)
	Charge for the year	1,398	2,475	1,808	5,681
	At 31 December 2007	7,727	22,123	-	29,850
	Net book value				
	At 31 December 2007	7,589	5,215	<u>-</u>	12,804
	At 31 December 2006 (restated)	7,892	5,350	10,708	23,950

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2007

10	Stocks	2007	2006
		£	(restated) £
	Finished goods and goods for resale	456,138	388,740
11	Debtors	2007 £	2006 (restated) £
	Trade debtors Other debtors Prepayments and accrued income	320,061 21,473 70,809	345,016 19,523 70,166
		412,343	434,705

Included in trade debtors £215,812 (2006 - £266,350) represents the balance of factored debts

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2007

12	Creditors: amounts falling due within one year	2007	2006 (restated)
	-	£	£
	Bank loans and overdrafts	380,549	369,454
	Net obligations under hire purchase contracts	-	4,000
	Trade creditors	115,417	178,761
	Amounts owed to parent undertakings	144,000	-
	Corporation tax	72,977	25,196
	Other taxes and social security costs	50,847	30,524
	Directors' current accounts	71,808	20,800
	Accruals and deferred income	38,377	134,694
		873,975	763,429

The Company has the following banking facilities from HSBC

- (1) Overdraft facility of £75,000 (2006 £125,000)
- (2) Import line facility of £275,000 (2006 £275,000)
- (3) Invoice finance facility of £325,000

The aggregate amount of creditors for which security has been given is £380,549 (2006 £456,939)

The above facilities are secured as follows

First Mortgage dated 16 September 2002 over HSBC LIFE Policy number 9HPX80T

Letter of Set-off dated 6 November 2002

Debenture including Fixed Charge over all present freehold and leasehold property, First Fixed Charge over book and other debts, chattels, goodwill and uncalled capital, both present and future, and First Floating Charge over all assets and undertaking both present and future dated 29 August 2002

Letter of Set-off dated 12 August 2002

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2007

13 Pension costs

Defined contribution

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund.

		2007	2006 (restated)
		£	£
	Contributions payable by the company for the year	9,017	12,890
14	Share capital	2007	2006
		£	(restated) £
	Authorised		
	100,000 Ordinary shares of £1 each	100,000	100,000
	144,000 Preference share of £1 each	144,000	144,000
		244,000	244,000
	Allotted, called up and fully paid		
	99 Ordinary shares of £1 each	99	99
	- Preference share of £1 each	<u> </u>	144,000
		99	144,099

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2007

15	Statement of movements on reserves		
		Other reserves	Profit and loss
		(see below)	account
		£	£
	Balance at 1 January 2007	-	99,400
	Profit for the year	-	135,277
	Purchase of own shares	-	(144,000)
	Dividends paid	-	(89,966)
	Movement during the year	144,000	-
	Balance at 31 December 2007	144,000	711
	Other reserves		
	Capital redemption reserve		
	Capital redemption reserve movement	144,000	
	Balance at 31 December 2007	144,000	
16	Reconciliation of movements in shareholders' funds	2007	2006
		_	(restated)
		£	£
	Profit for the financial year	135,277	20,109
	Dividends	(89,966)	(8,800)
		45,311	11,309
	Movements on other reserves	144,000	
	Net addition to shareholders' funds	189,311	11,309
	Opening shareholders' funds	243,499	232,190
	Closing shareholders' funds	144,810	243,499

17 Contingent liabilities

The company is engaged in currency hedging arrangement against the exchange rate of US dollars in expectation of settlement of overseas creditors. At 31 December 2007, the fair value of the forward foreign currency contracts was £273,312 (2006 £656,421)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2007

18 Financial commitments

At 31 December 2007 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2008

	Land and buildings		Other	
	2007	2006	2007	2006
	£	£	£	£
Operating leases which expire				
Within one year	-	9,238	-	-
Between two and five years	31,435	18,219	60,000	-
In over five years	-	60,000	-	-
				
	31,435	87,457	60,000	-
				

19	Directors' emoluments	2007	2006 (restated)
		£	£
	Emoluments for qualifying services	69,490	57,063
	Company pension contributions to money purchase schemes	5,000	3,000
		74,490	60,063

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 2 (2006 - 1)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2007

20 Employees

Number of employees

The average monthly number of employees (including directors) during the year was

,,	2007	2006 (restated)
	Number	Number
Marketing and administration	17	16
		
Employment costs	2007	2006 (restated)
	£	£
Wages and salaries	459,739	440,144
Other pension costs	9,017	12,890
	468,756	453,034

21 Control

On 14 December 2007, Everspring Industrial Co , Limited, a company registered in Taiwan, acquired 75 76% of the ordinary shares of the Company

Everspring Industrial Co , Limited prepares group financial statements and copies can be obtained from 7th Floor, 609 Wan Shou Road Sec 1, Kweishan, Taoyuan Hsien 333, Taiwan, R O C

22 Related party transactions

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company

23 Comparatives

The financal statements for the year ended 31 December 2006 were prepared by another firm of accountants and they are not audited

As stipulated in FRS 29, the issued preference shares should be included as part of the share capital and not a long term financial liability. Accordingly the balance sheet has now been restated to comply with FRS 29.

The comparative figures of the financial statements for the year ended 31 December 2007 are based on the unaudited financial statements for the year ended 31 December 2006