

Actis ASEAN GP Limited

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2008

REGISTERED NUMBER: 5066990

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REPORT OF THE DIRECTORS

The Directors present the Annual Report and Financial Statements for the year ended 31 December 2008.

Principal Activity and review of business

The principal activity of the Company is that of General Partner of a private equity limited partnership. Its registered office is 8th Floor, 2 More London Riverside, London, SE1 2JT. The company was incorporated as Actis Malaysia GP Limited and changed its name to Actis ASEAN GP Limited on 1 August 2006.

Results and Dividends

The results for the year to 31 December 2008 are shown on page 5.

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditor

KPMG LLP of 8 Salisbury Square, London EC4Y 8BB, were re-appointed as auditor of Actis ASEAN GP Limited, and have expressed their willingness to continue in office.

Directors

The Directors of the Company during the year were Actis Nominee Limited and Paul Owers.

On behalf of the board



.....
Paul Owers
Director

Dated: 18 June 2009

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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 they have elected to prepare the group and parent company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 for that year.

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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985.

They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ACTIS ASEAN GP LIMITED

We have audited the financial statements of Actis ASEAN GP Limited for the year ended 31 December 2008 which comprise the Profit & Loss account, the Balance Sheet and the related Notes. 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 auditor's 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 3.

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 judgments 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 UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 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.

KPMG LLP

KPMG LLP

*Chartered Accountants
Registered Auditor
Dated: 18 June 2009*

8 Salisbury Square
London, EC4Y 8BB

PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2008

	<i>Notes</i>	Year Ended 31 December 2008 \$	Year Ended 31 December 2007 \$
Turnover	<i>1</i>	1,000	1,000
Administrative expenses		(800)	(754)
Operating profit	<i>2</i>	200	246
Tax on profit on ordinary activities	<i>3</i>	(60)	(74)
Profit for the financial year		140	172

The results above relate to continuing operations.

The Company has no recognised gains or losses other than those included in the profit and loss account.

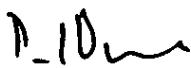
The notes on pages 7 to 9 form part of these financial statements.

BALANCE SHEET

As at 31 December 2008

	<i>Notes</i>	31 December 2008 \$	31 December 2007 \$
Current assets			
Debtors	6	1,056	856
Called up share capital not paid	8	2	2
		<hr/> 1,058	<hr/> 858
Current liabilities			
Creditors: Amounts falling due within one year	7	(284)	(224)
		<hr/> 774	<hr/> 634
Net assets			
		<hr/> <hr/> 774	<hr/> <hr/> 634
Capital and Reserves			
Called-up share capital	8	2	2
Profit & loss account		772	632
		<hr/> 774	<hr/> 634
Shareholder's funds	9	<hr/> <hr/> 774	<hr/> <hr/> 634

These financial statements were approved by the Board of Directors on 18 June 2009 and were signed on its behalf by:



Paul Owers
Director

The notes on pages 7 to 9 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2008

1 Accounting policies

Basis of preparation

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

Functional currency

Items included in the financial statements are measured using the currency of the primary environment in which the entity operates ("the functional currency"). US Dollar is the company's functional and presentation currency.

Foreign Currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All gains or losses on translation are taken to the profit and loss account.

Cash flow statement

A cash flow statement has not been presented as there were no cash movements during the year ended 31 December 2008.

Turnover

Turnover comprises fee income for acting as general partner to a private equity limited partnership.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred due to timing differences between the treatment of certain items for taxation and accounting purposes.

Related party transactions

In accordance with FRS 8, the Company is exempt from the requirement to disclose related party transactions within the group on the basis that more than 90% of its voting rights are controlled within the group.

2 Operating profit

	Year Ended 31 December 2008 \$	Year Ended 31 December 2007 \$
<i>Operating profit is stated after charging:</i>		
Auditors' remuneration – audit services	800	750
	<u> </u>	<u> </u>

3 Taxation

	Year Ended 31 December 2008 \$	Year Ended 31 December 2007 \$
<i>UK corporation tax</i>		
Current tax on income for the year	60	47
	<u> </u>	<u> </u>

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

4 Employees

The Company did not employ any personnel during the year (2007: nil).

5 Directors' remuneration

The Directors received no remuneration for their services to the Company during the year (2007: nil).

6 Debtors

	31 December 2008 \$	31 December 2007 \$
Amounts due from group undertakings	1,056	856
	<u>1,056</u>	<u>856</u>

7 Creditors: amounts falling due within one year

	31 December 2008 \$	31 December 2007 \$
Corporation tax	284	224
	<u>284</u>	<u>224</u>

8 Called-up share capital

	31 December 2008 Number	31 December 2008 \$	31 December 2007 Number	31 December 2007 \$
<i>Authorised:</i>				
Ordinary Shares of £1	1,000	1,920	1,000	1,920
	<u>1,000</u>	<u>1,920</u>	<u>1,000</u>	<u>1,920</u>
<i>Allotted and called-up:</i>				
Ordinary Shares of £1	1	2	1	2
	<u>1</u>	<u>2</u>	<u>1</u>	<u>2</u>

The amounts of paid-up share capital for the following category of shares differed from the called-up share capital stated above due to unpaid calls and were as follows:

	31 December 2008 \$	31 December 2007 \$
Un-paid share capital		
Ordinary shares	2	2
	<u>2</u>	<u>2</u>

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

9 Reconciliation of movement in shareholder's funds

	\$
Balance at 1 January 2008	634
Profit for the year	140
Balance at 31 December 2008	<u>774</u>

10 Ultimate parent undertaking

The ultimate parent undertaking is Actis LLP (formerly known as Actis Capital LLP).

The results of the Company are consolidated in the group financial statements of Actis LLP. This is the largest and the only group undertaking that includes the results of the Company. Copies of the financial statements of Actis LLP are available at Companies House, Crown Way, Cardiff.