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Registered number
05924091

APEX DENTAL CARE LIMITED
DIRECTOR'S REPORT AND AUDITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2009

TUESDAY



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APEX DENTAL CARE LIMITED

COMPANY INFORMATION

Director

B Chaing

Secretary

M Chaing

Auditor

Spofforths LLP
A2 Yeoman Gate
Yeoman Way
Worthing
West Sussex
BN13 3QZ

Registered office

A2 Yeoman Gate
Yeoman Way
Worthing
West Sussex
BN13 3QZ

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APEX DENTAL CARE LIMITED

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APEX DENTAL CARE LIMITED

DIRECTOR'S REPORT

FOR THE YEAR ENDED 31 MARCH 2009

The director presents his report and audited financial statements for the year ended 31 March 2009.

Principal activities

The company's principal activity during the year continued to be that of dental practitioners.

Results and dividends

The profit for the year, after taxation, amounted to £871,960. The director does not recommend a dividend for the year which leaves a profit of £871,960 to be retained.

Review of the business

The company successfully continued its strategy of looking for suitable acquisitions to integrate and consolidate into Apex Dental Care Limited with three acquisitions in the year.

The director considers that with more available debt funding, the company can continue to grow with this strategy.

Principal risks and uncertainties facing the company

Environment risk

The company continues to monitor the environmental impact of the equipment and materials it uses and the control of waste products. The company also considers the impact on staff and associates and the working environment provided.

Financial risk

The company continues to have strong balances with long term borrowings used to fund acquisitions.

Interest rate risk

The company considers there to be little impact or concern over interest rates in the shorter term.

Key performance indicators

	2009	2008
Sales per branch (annualised)	£706,730	£663,871
Bank balances	£963,639	£501,332

Future developments

The company intends to continue to look for suitable acquisition opportunities to continue the growth of the business.

Director

The director who served during the year was as follows:

B Chaing

APEX DENTAL CARE LIMITED

DIRECTOR'S REPORT

FOR THE YEAR ENDED 31 MARCH 2009

Director's responsibilities

Company law requires the director 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 for that period. In preparing those financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 1985. He is 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.

Disclosure of information to auditor

So far as each director at the date of approval of this report is aware:

- there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

This report was approved by the board on 18 Jul 2009



B Chaing
Director

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF

APEX DENTAL CARE LIMITED

We have audited the financial statements of Apex Dental Care Limited for the year ended 31 March 2009 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes on pages 4 to 12.

The comparatives in respect of the year ended 31 March 2008 were not audited.

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 the auditor

The director's 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 Director's 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 Director's 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 director's remuneration and other transactions is not disclosed.

We read the Director's 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.

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 March 2009 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 Director's Report is consistent with the financial statements.



Spofforths LLP

Chartered Accountants and Registered Auditor

A2 Yeoman Gate

Yeoman Way

Worthing

West Sussex

BN13 3QZ

26 November 2009

APEX DENTAL CARE LIMITED**PROFIT AND LOSS ACCOUNT****FOR THE YEAR ENDED 31 MARCH 2009**

	Notes	2009 £	2008 £
Turnover	2	5,846,055	<i>3,374,655</i>
Cost of sales		(3,915,301)	<i>(2,261,673)</i>
Gross profit		1,930,754	<i>1,112,982</i>
Administrative expenses		(646,618)	<i>(487,019)</i>
Other operating income		34,366	<i>37,305</i>
Operating profit	3	1,318,502	<i>663,268</i>
Interest receivable		35,443	<i>19,809</i>
Interest payable	5	(140,944)	<i>(99,873)</i>
Profit on ordinary activities before taxation		1,213,001	<i>583,204</i>
Tax on profit on ordinary activities	6	(341,041)	<i>(171,429)</i>
Profit for the financial year	14	871,960	<i>411,775</i>

Statement of total recognised gains and losses

The company has no recognised gains or losses other than the profit for the above two financial years.

APEX DENTAL CARE LIMITED

BALANCE SHEET

AS AT 31 MARCH 2009

REGISTERED NUMBER: 05924091

	Notes	2009	2008
		£	£
Fixed assets			
Intangible assets	7	3,171,910	1,921,445
Tangible assets	8	<u>1,262,360</u>	<u>473,042</u>
		4,434,270	2,394,487
Current assets			
Debtors	9	433,564	135,429
Cash at bank and in hand		<u>963,639</u>	<u>501,332</u>
		1,397,203	636,761
Creditors: amounts falling due within one year	10	<u>1,137,725</u>	<u>456,234</u>
Net current assets		<u>259,478</u>	<u>180,527</u>
Total assets less current liabilities		<u>4,693,748</u>	<u>2,575,014</u>
Creditors: amounts falling due after more than one year	11	3,245,166	2,024,392
Provisions for liabilities	12	42,000	16,000
		<u>3,287,166</u>	<u>2,040,392</u>
Capital and reserves			
Called up share capital	13	1	1
Profit and loss account	14	<u>1,406,581</u>	<u>534,621</u>
Shareholders' funds	15	<u>1,406,582</u>	<u>534,622</u>
		<u>4,693,748</u>	<u>2,575,014</u>

The financial statements were approved by the board and authorised for issue on 18/11/2009 and signed on behalf of the board by



B Chaing
Director

APEX DENTAL CARE LIMITED

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH 2009

	Notes	2009 £	2008 £
Reconciliation of operating profit to net cash inflow from operating activities			
Operating profit		1,318,502	663,268
Depreciation charges		83,672	35,146
Increase in debtors		(298,135)	(55,017)
Increase/(decrease) in creditors		89,545	(220,964)
Net cash inflow from operating activities		1,193,584	422,433
CASH FLOW STATEMENT			
Net cash inflow from operating activities		1,193,584	422,433
Returns on investments and servicing of finance	16	(105,501)	(80,064)
Taxation		(156,041)	(53,429)
Capital expenditure	16	(2,123,455)	(423,532)
		(1,191,413)	(134,592)
Financing	16	1,653,774	340,029
Increase in cash		462,361	205,437
Reconciliation of net cash flow to movement in net debt			
Increase in cash		462,361	205,437
Increase in debt and lease financing		(1,653,774)	(340,029)
Change in net debt	17	(1,191,413)	(134,592)
Net debt at beginning of year		(1,065,114)	(930,522)
Net debt at end of year		(2,256,527)	(1,065,114)

APEX DENTAL CARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2009

1 Principal accounting policies

Basis of accounting

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

Turnover

Turnover represents the invoiced value, net of VAT and discounts, of goods and services supplied by the company.

Depreciation

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Freehold buildings	over 50 years
Plant and machinery	25% per annum

Goodwill

Goodwill is stated at cost less amounts written off for permanent diminution in value.

Deferred taxation

Deferred tax arises as a result of including items of income and expenditure in taxation computations in periods different from those in which they are included in the company's financial statements. Deferred tax is provided in full on timing differences which result in an obligation to pay more (or less) tax at a future date, at the average tax rates that are expected to apply when the timing differences reverse, based on current tax rates and laws.

Operating lease commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

2 Turnover

Turnover is derived from the company's principal activity which was carried out wholly in the UK.

3 Operating profit	2009 £	2008 £
This is stated after charging:		
Depreciation of owned fixed assets	83,672	35,146
Operating lease rentals - other	119,624	79,172
Auditor's remuneration - audit work	10,350	-
Auditor's remuneration - non audit work	74,298	-
	<u>207,944</u>	<u>114,318</u>
4 Staff costs	2009 £	2008 £
Wages and salaries	816,436	479,581
Social security costs	62,720	37,897
	<u>879,156</u>	<u>517,478</u>
Average number of employees during the year	Number	Number
Operations and administration	<u>93</u>	<u>60</u>

APEX DENTAL CARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2009

5 Interest payable	2009	2008
	£	£
Bank loans and overdrafts	<u>140,944</u>	<u>99,873</u>

6 Tax on profit on ordinary activities

Analysis of charge in year	2009	2008
	£	£
Current tax:		
UK corporation tax on profits of the year	315,000	172,000
Adjustments in respect of previous years	41	(571)
Total current tax (see below)	<u>315,041</u>	<u>171,429</u>
Deferred tax:		
Origination and reversal of timing differences	<u>26,000</u>	<u>-</u>
Total deferred tax (Note 12)	26,000	-
Tax on profit on ordinary activities	<u><u>341,041</u></u>	<u><u>171,429</u></u>

Factors affecting tax charge for year

The tax assessed for the year is lower than the standard rate of corporation tax in the UK (28 per cent). The differences are explained below:

	2009	2008
	£	£
Profit on ordinary activities before tax	<u>1,213,001</u>	<u>583,204</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2008 : 30%)	339,640	174,961
Effects of:		
Expenses not deductible for tax purposes	2,156	2,854
Capital allowances in advance of depreciation	(26,810)	(5,774)
Other timing differences	14	(41)
Adjustments in respect of previous years	<u>41</u>	<u>(571)</u>
Total current tax (see above)	<u><u>315,041</u></u>	<u><u>171,429</u></u>

APEX DENTAL CARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2009

7 Intangible fixed assets

	Goodwill
	£
Cost	
At beginning of year	1,921,445
Additions	<u>1,250,465</u>
At end of year	<u>3,171,910</u>
Net book value	
At 31 March 2009	<u>3,171,910</u>
<i>At 31 March 2008</i>	<i><u>1,921,445</u></i>

8 Tangible fixed assets

	Freehold land and buildings	Plant and machinery	Total
	£	£	£
Cost			
At beginning of year	325,410	193,285	518,695
Additions	<u>717,000</u>	<u>155,990</u>	<u>872,990</u>
At end of year	<u>1,042,410</u>	<u>349,275</u>	<u>1,391,685</u>
Depreciation			
At beginning of year	-	45,653	45,653
Charge for the year	<u>6,873</u>	<u>76,799</u>	<u>83,672</u>
At end of year	<u>6,873</u>	<u>122,452</u>	<u>129,325</u>
Net book value			
At 31 March 2009	<u>1,035,537</u>	<u>226,823</u>	<u>1,262,360</u>
<i>At 31 March 2008</i>	<i><u>325,410</u></i>	<i><u>147,632</u></i>	<i><u>473,042</u></i>

	2009	2008
	£	£
Freehold land and buildings comprise (at cost)		
Freehold land (not depreciated)	500,000	<i>150,000</i>
Freehold buildings	<u>542,410</u>	<i><u>175,410</u></i>
	<u>1,042,410</u>	<i><u>325,410</u></i>

9 Debtors

	2009	2008
	£	£
Trade debtors	253,950	<i>122,368</i>
Amounts owed by related undertakings	137,000	<i>-</i>
Other debtors	1,922	<i>1,564</i>
Prepayments and accrued income	<u>40,692</u>	<i><u>11,497</u></i>
	<u>433,564</u>	<i><u>135,429</u></i>

APEX DENTAL CARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2009

10 Creditors: amounts falling due within one year	2009	2008
	£	£
Bank loans (secured)	175,000	42,054
Trade creditors	36,859	20,130
Corporation tax	315,000	156,000
Director's loan account	129,690	62,272
Other creditors	13,000	13,000
Accruals and deferred income	468,176	162,778
	1,137,725	456,234

11 Creditors: amounts falling due after more than one year	2009	2008
	£	£
Bank loans (secured)	3,045,166	1,524,392
Directors loan account	200,000	500,000
	3,245,166	2,024,392

12 Provisions for liabilities

	Deferred tax
	£
At beginning of year	16,000
Charged to the profit and loss account	26,000
At end of year	42,000

13 Share capital	2009	2008
	£	£
Authorised:		
Ordinary shares of £1 each	1,000	1,000

	2009	2008	2009	2008
	No	No	£	£
Allotted, called up and fully paid:				
Ordinary shares of £1 each	1	1	1	1

14 Profit and loss account	2009
	£
At beginning of year	534,621
Profit for the financial year	871,960
At end of year	1,406,581

APEX DENTAL CARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2009

15 Reconciliation of movement in shareholder's funds	2009	2008
	£	£
Profit for the financial year	871,960	411,775
At beginning of year	534,622	122,847
At end of year	1,406,582	534,622

16 Gross cash flows	2009	2008
	£	£
Returns on investments and servicing of finance		
Interest received	35,443	19,809
Interest paid	(140,944)	(99,873)
	(105,501)	(80,064)
Capital expenditure		
Payments to acquire intangible fixed assets	(1,250,465)	(287,754)
Payments to acquire tangible fixed assets	(872,990)	(135,778)
	(2,123,455)	(423,532)
Financing		
New loans raised	1,797,677	1,575,000
Loan repayments	(143,903)	(1,234,971)
	1,653,774	340,029

17 Analysis of changes in net debt	At beginning of year	Cash flows	Non-cash changes	At end of year
	£	£	£	£
Cash at bank and in hand	501,332	462,307		963,639
Overdrafts	(54)	54		-
		462,361		
Debt due within 1 year	(42,000)	(133,000)		(175,000)
Debt due after 1 year	(1,524,392)	(1,520,774)		(3,045,166)
		(1,653,774)		
Total	(1,065,114)	(1,191,413)	-	(2,256,527)

APEX DENTAL CARE LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 MARCH 2009**

18 Other financial commitments

At the year end the company had annual commitments under non-cancellable operating leases as set out below:

	Land and buildings	<i>Land and buildings</i>	Other	<i>Other</i>
	2009	<i>2008</i>	2009	<i>2008</i>
	£	<i>£</i>	£	<i>£</i>
Operating leases which expire:				
In over five years	<u>119,190</u>	<i><u>97,190</u></i>	<u>-</u>	<i><u>-</u></i>

19 Related parties

In the opinion of the director, the company is controlled by Mr B Chaing who owns 100% of the issued share capital.

Balances due from/(to) related parties:	2009	<i>2008</i>
	£	<i>£</i>
Mr B Chaing (director)	<u>(329,690)</u>	<i><u>(562,272)</u></i>
Cathay Investments Limited (B Chaing is a director and shareholder)	<u>137,000</u>	<i><u>-</u></i>
Transactions with related parties:		
Associate dentist fees payable to Mr B Chaing	<u>64,850</u>	<i><u>78,367</u></i>

Mr B Chaing has signed a personal guarantee for £500,000 in favour of the company's bank.