WRIGHT HEALTH GROUP LIMITED

REPORT AND ACCOUNTS

Year to 31st December, 1994



WRIGHT HEALTH GROUP LIMITED

REGISTERED OFFICE

Dunsinane Avenue, Kingsway West, Dundee

CHIEF EXECUTIVE

D.F. Anderson

DIRECTORS

S.S. Clarke
A.M.M. Grossart
F.M. Havenga
A. Heron
I.L. Matheson
J. P. McPherson

SECRETARY

G. C. Blair

BANKERS

Clydesdale Bank Plc

AUDITORS

Bird Simpson & Co., C.A.

FINANCIAL CALENDAR

Interim Dividend Final Dividend lst December lst July

WRIGHT HEALTH GROUP LIMITED DIRECTORS' REPORT

The Directors submit their report and financial statements for the year ended 31st December, 1994.

REVIEW OF THE BUSINESS

The Group's results are as contained in the Profit and Loss Account and Balance Sheet. The Company disposed of its shareholding in Wright Dental Canada Limited on 3rd October, 1994. The results of Wright Dental Canada Limited to the date of sale are included in the Group financial statements.

RESULTS AND DIVIDENDS

RESULTS AND DIVIDENDS		<u> 1994</u>		1993
Turnover: Continuing Operations Discontinued Operations	£	17,418,300 693,452	£	20,013,101
	£	18,111,752	£	20,013,101
Group Profit before Taxation Taxation	£	959,951 467,924	£	1,346,112
Minority Interests	·	492,027 66,240		1,145,368
Interim Dividend Paid 63% (1993 - 63%)		425,787 209,160		1,058,884
		216,627		849,724
Final Dividend Recommended 134.2% (1993 - 134.2%)		445,544		445,544
Special Dividend Paid (1993 - 90.8%)		(228,917)		404,180 301,456
	£	(228,917)	£	102,724

ACTIVITIES

The principal activity of the Group continues to be the manufacture, import and purchase from other manufacturers of dental equipment and materials of all kinds and, to distribute these products both wholesale and retail.

FIXED ASSETS

Changes in fixed assets during the year are summarised in note 14 of the Notes to the Financial Statements.

The Directors are of the opinion that the disposal value of freehold and long leasehold properties is at least equal to that stated in the balance sheet.

DIRECTORS AND THEIR INTEREST IN ORDINARY SHARES

	At 31/12/94	<u>At 31/12/93</u>
J. P. McPherson - Beneficial	30,536	30,536
D. F. Anderson		-
S. S. Clarke		-
A. M. M. Grossart	-	
F. M. Havenga	-	-
A. Heron	-	-
I. L. Matheson	-	-

CHARITABLE CONTRIBUTIONS

During the year the Group made various charitable contributions totalling £24,423 (1993 - £38,382).

WRIGHT HEALTH GROUP LIMITED

REPORT OF THE DIRECTORS (CONTD)

CLOSE COMPANY

The Close Company provisions of the Income and Corporation Taxes Act 1988 do not apply to the Company.

AUDITORS

Messrs. Bird, Simpson & Co., Chartered Accountants, have intimated their willingness to continue in office.

BY ORDER OF THE BOARD

Secretary.

WRIGHT HEALTH GROUP LIMITED AND SUBSIDIARIES Year Ended 31st December, 1994

STATEMENT OF DIRECTORS RESPONSIBILITIES

For the preparation of the Financial Statements

The Directors are obliged under Company Law to prepare financial statements for each financial year and to present them annually to the Group's members in Annual General Meeting.

The financial statements of which the form and content is prescribed by the Companies Act 1985 must give a true and fair view of the state of affairs of the Group at the end of the financial year and of the result for that period, and they must comply with applicable accounting standards.

The Directors are also responsible for the adoption of suitable accounting policies and their consistent use in the financial statements and supported where necessary by reasonable and prudent judgements.

The Directors confirm that the above requirements have been complied with in the financial statements.

In addition, the Directors are responsible for maintaining adequate accounting records and sufficient internal controls to safeguard the assets of the Group and to prevent and detect fraud or any other irregularities.

AUDITORS' REPORT TO THE MEMBERS OF

WRIGHT HEALTH GROUP LIMITED & SUBSIDIARIES

We have audited the financial statements on pages 6 to 30 which have been prepared under the historical cost convention and the accounting policies set out on pages 11 and 12.

Respective responsibilities of Directors and Auditors

As described on page 4 the Company's Directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of Opinion

We conducted our audit in accordance with Auditing Standards 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 both the Company's and the Group'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 of the state of the Company and the Group's affairs as at 31st December, 1994 and of its results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BIRD SIMPSON & CO Chartered Accountants and Registered Auditor

Dundee 29 HM 1995

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WRIGHT HEALTH GROUP LIMITED AND SUBSIDIARIES GROUP PROFIT AND LOSS ACCOUNT Tor the Year ended 31st December, 1994

<u>N</u>	lotes	•		1994		<u>1993</u>
TURNOVER						
Continuing Operation Ongoing Discontinued Operat			£	17,418,300 693,452		£ 20,013,101
	2			18,111,752		20,013,101
Cost of Sales	3			10,279,348		11,628,992
Gross Profit				7,832,404		8,384,109
Distribution Costs	3	£ 4,417,682			£ 4,763,908	
Administration Expenses	3	2,425,333			2,212,801	
				6,843,015		6,976,709
				989,389		1,407,400
Other Operating Income	3			13,194		15,524
OPERATING PROFIT						
Continuing Operation Ongoing Discontinued	ons:	930,456			1,422,924	
Operations		72,127				
	4			1,002,583		1,422,924
Gain on Disposal or Investments	f	7,723			-	
Discontinued Opera Gain on Sale of	tions:					
Operations		29,050			_	
	5		_	36,773		
			1	,039,356		1,422,924
Income from Investments Interest	8	7,905			1,153	
Receivable Interest Payable	9 10	104,797 (192,107))		101,955 (179,920)	
•			_	(79,405)		(76,812)
PROFIT ON ORDINARY BEFORE TAXATION	ACTIVIT	IES		959,951		1,346,112

GROUP PROFIT AND LOSS ACCOUNT

For the Year Ended 31st December, 1994 (Continued)

	Notes	1994	1993	
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		£ 959,951	£ 1,346,112	<u>}</u>
Taxation on Ordinary Activities	11	467,924	200,744	r -
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		492,027	1,145,368	3
Minority Interests - Equity		66,240	86,484	;
PROFIT ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY	12	425,787	1,058,884	,
DIVIDENDS				
Ordinary Dividend on Equity Shares	13	654,704	956,160)
RETAINED PROFIT/(LOSS) FOR YEAR	26	£(228,917)	£ 102,724	4 =

GROUP BALANCE SHEET

As at 31st December, 1994

		110 00 0101	,		
	Notes		1994		1993
FIXED ASSETS					
Tangible Assets Investments	14 15		£ 2,617,550		£ 2,864,709 2,474
			2,617,550		2,867,183
CURRENT ASSETS					
Stocks Debtors	16 17	£ 6,080,342 4,357,798		£ 6,015,682 4,721,665	
Cash at Bank and in Hand Deferred Asset	18	12,743 86,124		149,314 293,720	
		10,537,007		11,180,381	
CREDITORS: Amoun	ts falling ithin one				
year	19	5,171,062		5,281,277	
NET CURRENT ASSE	TS		5,365,945		5,899,104
TOTAL ASSETS LES	S CURRENT	LIABILITIES	7,983,495		8,766,287
	fter more				
than year	one 20		82,164		119,761
			7,901,331		8,646,526
MINORITY INTERES	!T		392,859		543,621
MINORITI INTERES	<u> </u>				£ 8,102,905
			£ 7,508,472		=======================================
CAPITAL AND RESE	ERVES				
Equity Sharehold	lers' Funds	:			
Called Up Share Capital Reserves	25 26		£ 332,000 370,617		£ 332,000 337,985
Profit and Loss Account	26		6,805,855		7,432,920
			£ 7,508,472		£ 8,102,905
		J Ta	Jicem L. Kanenge		irector
			_		

The notes on pages 11 to 30 form part of these financial statements.

WRIGHT HEALTH GROUP LIMITED

BALANCE SHEET

As at 31st December, 1994

	Note		1994		1993
FIXED ASSETS Tangible Assets	14		£ 2,222,003		£ 2,359,548
INVESTMENTS Investment in Subsidiaries Investment in	15 f	€ 1,385,522		£ 1,391,557	
Associated Company Other Investments				3,229 2,474	
			1,385,522		1,397,260
			3,607,525		3,756,808
CURRENT ASSETS Stocks Debtors Cash in Hand Deferred Asset	16 17 18	£ 3,796,025 2,615,233 3,340 86,124 6,500,722		3,650,235 3,009,566 4,447 293,720 6,957,968	
CREDITORS: Amount due w	s falling tithin one 19	2,850,687		3,064,724	
NET CURRENT ASSET	<u>'S</u>		3,650,035		3,893,244
TOTAL ASSETS LESS	CURRENT L	IABILITIES	£ 7,257,560		£ 7,650,052
CAPITAL AND RESEL	RVES				
Equity Sharehold Called up Share Capital	ers' Funds: 25	•	£ 332,000		£ 332,000
Other Reserves Profit and Loss	26		35,571		47,479
Account	26		6,889,989		7,270,573
			£ 7,257,560		£ 7,650,052

Difference Director

The notes on pages 11 to 30 form part of these financial statements.

WRIGHT HEALTH GROUP LIMITED AND SUBSIDIARIES GROUP STATEMENT OF CASH FLOWS

For the Year ended 31st December 1994

	<u>Note</u>	1994		1993
NET CASH INFLOW FROM OPERATING ACTIVITIES	1	£ 1,303,037	£	1,466,305
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest Received Interest Paid Dividends Paid Dividends Received from Investments NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE TAXATION Corporation Tax Overseas Tax Paid		(128,665)	£	(182,643) (291,333)
TAX PAID		£ (134,223)	£	(473,976)
INVESTING ACTIVITIES Payments to Acquire Tangible Fixed Assets Receipts from Sales of Tangible Fixed Assets Receipts from Sales of Investments Sale of Associated Company NET CASH OUTFLOW FROM INVESTING ACTIVITIES NET CASH OUTFLOW BEFORE FINANCING		£ (546,766) 123,428 10,197 70,122 £ (343,019 £ (209,770) £	(606,438) 128,405 - - (478,033) (217,220)
FINANCING New Loans Repayments of Loan Obligations under Hire Purchase Contracts Obligations under Finance Lease Contracts NET CASH (INFLOW)/OUTFLOW FROM FINANCING (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	2 5 3	£ 315,602 (17,722 28,365 326,245 (536,015 £ (209,770)	(298,389) 6,398 (54,693) 21,373 (325,311) 108,091 (217,220)

The notes to the Cash Flow Statement are on page 30.

NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

1. ACCOUNTING POLICIES

Accounting Convention

The financial statements have been prepared under the historical cost convention modified to include the revaluation of certain land and buildings.

The financial statements have also been prepared in accordance with Financial Reporting Standard No.3 "Reporting Financial Performance" and comparative figures have been restated accordingly.

Basis of Consolidation

The group financial statements consolidate the financial statements of Wright Health Group Limited and its subsidiaries made up to 31st December each year. No profit and loss account is presented for Wright Health Group Limited as provided by s.228(7) of the Companies Act 1985.

Wright Health Group Limited held a 49.9% shareholding in Wright Dental Canada Limited, an associated Company, until 3rd October, 1994 when the shareholding was disposed of. The results for the period to 3rd October, 1994 of this Company have been included in the consolidated financial statements.

Depreciation

Depreciation is provided on all tangible fixed assets at the following rates which are calculated to write off the cost of the assets over their expected useful lives:-

Freehold and long leasehold properties - nil

Freehold and long leasehold properties are maintained to a standard that preserves likely residual disposal values in total at a level at least equal to their book value. No provisions for depreciation are therefore necessary.

Short leasehold properties are depreciated on a straight line basis over their expected useful lives.

Office Equipment, - 15% or 20% or 6 years reducing balance as considered Fixtures & Fittings appropriate - straight line over 2 years or 50% reducing balance

- straight line over 4 years or 20% or 30% or 3 years Computer Hardware reducing balance as considered appropriate

- straight line over 5, 7 or 10 years or 6 years reducing Plant

balance as considered appropriate

- 25% on net book value or over 4 or 5 years reducing Motor Vehicles balance.

Stocks

Computer Software

Stock is valued at group cost or net realisable value where this is lower. Finished goods of the group's own manufacture and work in progress include an appropriate proportion of manufacturing overhead expenditure at cost.

NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

1. ACCOUNTING POLICIES (CONT'D).

Government Grants

Grants are released to revenue over the life of the project or asset to which they relate.

Deferred Taxation

Deferred taxation is provided on the liability method on all timing differences which are expected to reverse in the future without being replaced, calculated at the rate at which it is estimated that tax will be payable.

Leasing

The group's policy regarding leases is in accordance with the recommendation of SSAP No.21.

Foreign Currencies

Company

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction.

Group

The assets and liabilities of the overseas subsidiary are translated at the rate of exchange niling at the balance sheet date and these of the associated Company at the rate ruling on the date of its disposal. The profit and loss account of the overseas subsidiary was translated at average rate for the year and the profit and loss account of the associate was translated at the average rate for the period to the date of disposal. The latter represents a change in accounting policy from previous years and, therefore, comparative figures for 1993 have been related where applicable. The rates of exchange adopted are:-

	1994		199	1993		
	Closing	Average	Closing	Average		
Rate to the	Rate	<u>Rate</u>	<u>Rate</u>	Rate		
R South Africa	5.545	5.422	5.027	4.907		
\$ Canada	2.123	2.074	1.959	1.938		

WRIGHT HEALTH GROUP LIMITED AND SUBSIDIARIES NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

2. TURNOVER

Turnover represents the amounts derived from the provision of goods and services which fall within the group's ordinary activities, stated net of value added tax.

	value added cax.				
	The discontinued operations was sold during the year.	comprise Wrig	ght Dental Car	nada Limited,	which
	was sold dulling the year.			1994	1993
		Continuing	Discontinue		Total
					£ 20,013,101
	Turnover	£ 17,418,300	£ 693,452	1 10,111,732	£ 20,013,101
3.	COST OF SALES AND OPERATING	COSTS			
•				<u> 1994</u>	<u>1993</u>
		Continuing	Discontinued	<u>Total</u>	<u>Total</u>
	Cost of Sales	£ 9,944,410	£ 334,938		£ 11,628,992
	Distribution Costs	4,214,366	203,316	4,417,682	
	Administration Expenses	2,342,262	83,071	2,425,333	2,212,801
	Other Operating Income -				
	Rental Income	13,194	-	13,194	15,524
/.	OPERATING PROFIT		1994	1993	
4.		//amaditina).			
	This is stated after charging		2 2/ 200	(1, 006	
	Auditors Remuneration - audit		£ 34,392	42,006	
	- non-a	udit services		6,676	
	Depreciation		549,341	511,399	
	Operating Lease Rentals		17,072	33,138	
	Directors Remuneration		322,607	286,372	
	Regional Development Grants		(11,908)	(17,737)	
	Rental Income		(13,194)	(15,524)	
5.	EXCEPTIONAL ITEMS		1994	1993	
-•	Recognised Below Operating Pr	ofit:			
	-		7,423	_	
	Gain on Disposal of Investmen		300	_	
		Unlisted			
			7,723	-	
	Gain on Sale of Operations		29,050	-	
	Gain on bate or operations				
			£ 36,773 £	-	

The affect on the taxation charge for the year of the exceptional items recognised below operating profit are included in the taxation charge in note 11.

NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

6.	DIRECTORS REMUNERATION	_1	1994	1993	
	Salaries Fees Other Emoluments and Pension Costs Social Security Costs	£	204,525 56,300 40,495 21,287	£	178,250 44,680 39,896 23,546
		£	322,607	£	286,372
	The remuneration of the highest paid Director is	£	75,000	£	66,150
	The remuneration of the other Directors is split into the following bands:-				
	£ 5,001 - £ 10,000		2		3
	£ 10,001 - £ 15,000		1		1
	£ 40,001 - £ 45,000		1		2
	£ 45,001 - £ 50,000 £ 50,001 - £ 55,000		2		-
7.	STAFF COSTS		1994		1993
	Wages and Salaries	£	3,516,686	£	3,494,623
	Social Security Costs Other Pension, BUPA and Insurance Costs		204,243		198,907 221,977
		£	3,948,659	£	3,915,507

The average weekly number of employees (including Directors) employed during the year was 396 (1993 - 393).

NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

8.	INCOME FROM INVESTMENTS		1994		1993
	Dividends from Unlisted Investment	£	7,905	£	1,153
9.	INTEREST RECEIVABLE		1994		1993
	Interest Received on Balances due to Overseas Subsidiaries Interest on Corporation Tax	£	99,341 5,456	£	101,955
		£	104,797	£	101,955
10.	INTEREST PAYABLE		1994		<u>1993</u>
	Hire Purchase, Bank Overdraft, Loan and Other Interest Interest on Director's Loan	£	182,947	£	169,393 10,527
		£	192,107 ———	£	179,920

NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

11. TAX ON PROFIT ON ORDINARY ACTIVITIES	<u>1994</u>	1993
The taxation charge is made up as follows	: *	
Based on the results for the year: Corporation Tax at 33% (1993 - 33%) Tax credits attributable to dividends	£ 264,321	£ 55,580
received (excluding associated companies)	1,976	226
	266,297	55,806
Double Taxation Relief	(82,071)	(54,913)
Advance Corporation Tax not Recoverable	91,061	
	275,287	893
Overseas Taxation on results for year: Subsidiary Companies Associated Company	175,766 16,871	178,750 21,101
	£ 467,924	£ 200,744

12. PROFIT/(LOSSES) ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

The profit dealt with in the accounts of the Parent Company was £274,120 (1993 - £2,448,058).

13. <u>DIVI</u>	DENDS	1994	<u>1993</u>
Equi	ty Dividends on Ordinary Shares:		
- fi	nterim paid 63p (1993 - 63p) inal proposed 134.2p (1993 - 134.2p) pecial proposed nil (1993 - 90.8p)	£ 209,160 445,544 -	£ 209,160 445,544 301,456
		£ 654,704	£ 956,160

NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

14. TANGIBLE FIXED ASSETS

TANGIBLE FIXED ASSETS	Property	Office Equipment, Fixtures & Fittings	Motor Vehicles		Plant
Group At Valuation on 31/5/60 At Cost	1,409,659	£ 28,035 1,176,271	905,930		57,263 2,006,968
	1,409,659	1,204,306	905,930		2,064,231
Capitalisation of Assets under Finance Leases	_	34,818	38,959		_
At 1/1/94	1,409,659	1,239,124	944,889		2,064,231
Additions Exchange Adjustments Disposals	2,102 (575) -	106,626 (24,029) (12,533)	410,346 (22,526) (324,331)		27,692 (3,938) (18,098)
Disposal of Associated Company	(2,102)	(82,886)	-		<u>-</u>
•	£ 1,409,084	£ 1,226,302	£ 1,008,378	£	2,069,887
Aggregate Depreciation 1/1/94 Aggregate Depreciation on acquired under Finance Leases	£ 4,588 Assets	£ 727,893	£ 426,976	£	1,593,749
	£ 4,588 1,392 (459) -	(1,407)	(173,647)		1,593,749 132,134 (690) (3,168)
Aggregate Depreciation 31/12/94	£ 5,449	£ 906,147	£ 462,480	£	1,722,025
Book Value at 31/12/94 £ 2,617,550	£ 1,403,635	£ 320,155	£ 545,898	£	347,862
Book Value at 31/12/93 £ 2,864,709	£ 1,405,071	£ 493,870	£ 495,286	£	470,482
					

NOTES TO THE FINANCIAL STATEMENTS At 31st December, 1994

14. TANGIBLE FIXED ASSETS (CONT'D)

Capitalised Leased Assets included above

	_		Aggreg		Net Book Value
Group	<u>Co</u> 1994	<u>st</u> 1993	<u>Depreci</u> 1994	1993	1994 1993
Office Equipment					
Fixtures and		0.4.010	0.700	17 2/1	17 /57
Fittings	£ 3,799	34,818	3,799	17,361	- 17,457
Motor Vehicles	-	38,959	•	22,627	- 16,332
			Office		
			Equipmen		_
		Property	Fixtures Fittings		<u> </u>
Company					
At Valuation 31/	5/60	•	£ 28,035		- £ 57,263
At Cost	f	1,220,316	894,629	667,4	409 1,933,976
Balance at 1/1/9	4	1,220,316	922,664	667,	
Additions		. · · · · · · · · · · · · · · · · · · ·	63,850	325,0	
Disposals				(293,	5047
	4	1,220,316	£ 986,514	£ 699,	200 £ 2,018,931
Aggregate Deprec				c 201 (/
at 1/1/94 Charge for Year	1	-	£ 540,356 166,148	£ 321,6 135,9	
Disposals		-	-	(166,0	•
				, <u></u>	
Aggregate Deprecat 31/12/94		Ε -	£ 706,504	£ 291,4	87 £ 1,704,967
Book Value at	222 002	c 1 220 216	£ 280,010	£ 407,7	13 £ 313,964
31/12/94 £ 2,	222,003	£ 1,220,316	200,010	. +0/5/	
Book Value at					
31/12/93 £ 2,	359,548	£ 1,220,316	£ 382,308	£ 345,7	64 £ 411,160
==					

NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

15. INVESTMENTS

Company	<u>Group</u> Companies	Associated Company
Cost at 1st January, 1994 Disposals - Wright Dental Canada Ltd Investment Written Off:	£ 1,391,557	£ 3,229 3,229
Wright Dental Sales (London) Ltd	6,035	
Cost at 31st December, 1994	£ 1,385,522	£ -

On 3rd October, 1994 Wright Health Group Limited completed the sale of its shareholding in Wright Dental Canada Limited. The disposal is analysed as follows:

Net Assets Disposed of:

Fixed Assets Stocks Debtors Bank Creditors Minority Interest Currency Reserves	£ 41,096 154,040 107,803 99,176 (146,630) (127,880) 12,643
Gain on Disposal	140,248 29,050
	£ 169,298
Satisfied by: Cash	£ 169,298

The profit attributable to members of the Parent Company include profits of £138,208 earned by Wright Dental Canada Limited up to its date of disposal on 3rd October, 1994.

Net Cash Inflows: Cash Consideration Bank Balance of Associate Sold	£ 169,298 99,176
Group Cash Flow Statement	£ 70,122

NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

15. (CONT'D)

Subsidiary Companies	Country of Incorporation	Percentage of I Shares held by Company	
Wright Dental Sales (Dundee) Ltd Wright Dental Sales (Newcastle) Ltd Wright Dental Sales (Birmingham) Ltd Wright Dental Sales (Glasgow) Ltd Wright Dental Sales (Manchester) Ltd Millners Dental Suppliers (Cape)	Scotland England	100 100 100 100 100	
(Proprietary) Ltd Other Investments	South Africa Cost	80.5	Cost
H.A.P.T Infolink Plc	31.12.93	<u>Disposals</u>	31.12.94

	<u>3</u>	1.12.93	Disp	osa1s	31.3	L2.94
U.A.P.T Infolink Plc 1,142 "A" Ordinary Shares of 25p	£	-	£	-	£	-
Walter D. Watt & Company Limited 300 ordinary Shares of £1	2	,474	2	,474		_
	£ 2	,474	£ 2	,474	£	-
	=					

The Company disposed of its shareholdings in both Companies during the year and the gains are disclosed in note 5.

16. STOCKS

STOCKS G			roup			Company			
	· 	1994	<u> </u>	<u> 1993</u>		1994		1993	
Raw Materials Work in Progress		263,474 224,745	£	189,034 277,827	£	263,474 199,790	£	189,034 258,396	
Finished Goods and Goods for Resale		92,123	!	5,548,821		3,332,761		3,202,805	
	£ 6,	080,342	£	6,015,682	£	3,796,025	£	3,650,235	

NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

1/.	DEBIURS	_	·	_	
		G	roup		mpany
		1994	1993	<u> 1994</u>	<u>1993</u>
	Trade Debtors	£ 4, $\overline{170}$,299	£ 4, $\overline{218}$,090	£ 2, $\overline{214}$,104	£ 2,304,819
	Corporation Tax	58,916	335,531	47,690	299,488
	-	-	-	-	-
	Other Taxation	240	2,545		-
	Amount owed by				
	Subsidiaries	-	-	306,767	295,504
	Amount owed by				
	-	_	_	-	16,147
	Associated Company	70 500	01 107	10 000	· ·
	Other Debtors	78,508	81,107	19,899	57,068
	Prepayments	49,835	84,392	26,773	36,540
					
		£ 4,357,798	£ 4,721,665	£ 2,615,233	£ 3,009,566
			,		<u> </u>
18.	DEFERRED ASSET				
10.	DHI HRRHD 1100HI	Cr	OUD	C	ompany
			oup	1994	
		1994	<u> 1993</u>	1994	<u>1993</u>
	Withholding Tax suffe	red on			
	Foreign Dividends -				
	recoverable as Doubl	e			
	Taxation Relief agai	list			
	future Corporation			- 0 500	
	Tax	£ 3,738	£ 6,970	£ 3,738	£ 6,970
	Advance Corporation T	ax			
	recoverable against				
	=	82,386	286,750	82,386	286,750
	future Taxation	02,300	200,700	02,500	200,750
				26 104	
		£ 86,124	£ 293,720	£ 86,124	£ 293,720
19.	CREDITORS				
	Amounts falling due				
	within one Year			0 -	
			oup		mpany
		1994	<u> 1993</u>	<u> 1994</u>	<u> 1993</u>
	Trade Creditors	£ $1,\overline{943,685}$	£ $1,\overline{871},018$	£ 729,588	£ 905,687
	Corporation Tax	307,395	271,828	265,314	265,439
					747,000
	Proposed Dividend	445,544	747,000	445,544	747,000
	Other Taxation and				
	Social Security				
	Costs	265,403	287,601	224,353	230,437
	Accruals and Other	,	,	•	,
		20/ 271	/77 570	11/ 002	124 400
	Creditors	304,371	477,570	114,803	134,499
	Bank Overdraft(Note 2	1) 1,530,287	963,235	771,085	459,976
	Amounts due to Subsid	iary			
	Companies	· -	-	_	21,686
	Current Instalments d	116			
		40			
	in respect of Hire	^	50 10 /		
	Purchase (Note 22)	70,071	59,194		-
	Current Instalments				
	due in respect of				
	Finance Leases (Note	22) 844	418	_	_
				200 000	300 000
	Loans (Note 23)	303,462	603,413	300,000	300,000
					
		£ 5,171,062	£ 5,281,277	£ 2,850,687	£ 3,064,724
		 		 _	 -

NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

20. CREDITORS

Amounts falling due after more than one Year:-

			<u>G</u>	roup
			1994	1993
Unsecured Minority Shareholders (Note 23) Loan to overseas Company (Note 23) Obligations under Finance Lease Contracts Obligations under Hire Purchase Contracts	(Note (Note	22)	£ - - 82,164	11,837 3,814 28,791 75,319
			£ 82,164	£ 119,761

21. BANK

Clydesdale Bank Plc have a Bond of Cash Credit and Floating Charge.

Millner's Dental Suppliers (Cape) (Proprietary) Limited has provided the First National Bank of South Africa with an unlimited suretyship for bank overdraft facilities over itself and its subsidiaries M. Millners Pharmaceuticals (Proprietary) Limited, P. Grant Smith (Proprietary) Limited and Premierdent Manufacturing (Proprietary) Limited.

The trade debtors of Millner's Dental Suppliers (Cape) (Proprietary) Limited, M. Millners Pharmaceuticals (Proprietary) Limited, P. Grant Smith (Proprietary) Limited and Premierdent Manufacturing (Proprietary) Limited, have been ceded to the First National Bank of South Africa to secure bank overdraft facilities.

NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

22. OBLIGATIONS UNDER HIRE PURCHASE AND FINANCE LEASE CONTRACTS

Finance Lease Contracts

		<u> 1994</u>	Grou	1993	_1	.994	ompan <u>1</u>	<u>y</u> 993
Amounts payable within one year Over one year:	£	844	£	418	£	-	£	-
In the second to fifth year inclusive				28,791		-		-
Over five years	_	_				_	_	
	£	844	£	29,209	£	_	£	
	=						_	

The amounts payable within one year are included in Creditors falling due within one year.

Operating Lease Contracts

All operating leases are payable in respect of 'other operating leases' which by their nature can either continue as long as required or can be terminated at anytime as required by the group. There is therefore no specific obligation for future years. The future obligations are likely to continue at approximately their existing level although annual leasing payments are subject to revision by the lessor.

	_	Group		Company		
	1994	1993	<u> 1994</u>	<u> 1993</u>		
The present commitment is	£ 16,919	£ 32,744	£ 10,215	£ 13,313		
	=======					
Hire Purchase Contracts						
		Group		Company		
	1994	1993	<u>1994</u>	<u>1993</u>		
Amounts payable within one year	£ 70,071	£ 59,194	£ -	£ -		
Over one year:		•				
In the second to fifth year inclusive	82,164	75,319	-			
Over five years	-	-				
	£152,235	£ 134,513	£ -	£ -		

The amounts payable within one year are included in Creditors falling due within one year.

NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

23	LOANS

LOANS	Gı	coup	Company			
	1994	1993	1994	1993		
Wholly repayable within five years:						
Loans to U.K. Company	£ 300,000	£ 300,000	£ 300,000	£ 300,000		
Unsecured Minority Shareholders Loans	s -	11,837	-	-		
Unsecured Loan to overseas Company	3,462	8,838	-	-		
Short term loan to overseas Company	••	298,389				
	303,462	619,064	300,000	300,000		
Amounts repayable after more than five years	-	-	_			
	£ 303,462	£ 619,064	£ 300,000	£ 300,000		

The loans to the U.K. company are of £150,000 each from Dr. J.P. McPherson, and Mrs. M.S. McPherson. The loans are repayable on demand and are included under Creditors falling due within one year. The loans bear interest, payable quarterly at one percentage point above the base lending rate of the U.K. clearing banks.

The unsecured loans from minority shareholders are in the overseas company and were repaid during the year. The loans bare interest at 16% per annum. The loans were by nature long term and were included in Creditors amounts falling due after more than one year.

The unsecured loan in the overseas company is from Standard Credit Corporation Limited of South Africa and is repayable in monthly instalments.

The short-term loan to the overseas company was from First National Bank of South Africa. The loan was unsecured and bares interest at an average effective interest rate of 11.29% The loan was repaid in three equal monthly instalments by the 24th March, 1994.

WRIGHT HEALTH GROUP LIMITED AND SUBSIDIARIES NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

24. DEFERRED TAXATION

Deferred taxation provided in the financial statements and the potential amounts including the amounts for which provision has been made are as follows:

		Provision			<u>Potential</u>		
GROUP		1994	<u>1993</u>		1994	1993	
Accelerated Capital Allowances Taxation on Rolled over Capital	£ Gain	- -	£	<u>-</u>	£ 36,842 2,993	£ 67,829 2,993	
	£	-	£	_	£ 39,835	£ 70,822	
COMPANY							
Accelerated Capital Allowances	£	_	£	_	£ 36,842	£ 67,829	

25. SHARE CAPITAL

			Allotted	Called-up
	Autho	orised	and Fu	lly Paid
	1994	1993	1994	1993
	No.	No.	£	£
Ordinary Shares of £l each	332,000	332,000	332,000	332,000

NOTES TO THE FINANCIAL STATEMENTS At 31st December, 1994

26. RESERVES

٠.	RESERVES		Group		Company
	Capital Reserves		Group		Company
	Balance as at 1st January, 1994 Transferred to Currency Reserves	£	308,834 5,460	£	18,328
	Balance as at 31st December, 1994	£	303,374	£	18,328
	Currency Reserves				
	Balance at 1st January, 1994	£	-		
	Exchange Differences on Retranslation of Net Assets of Subsidiary and Associated Companies	£	167,608		
	Transferred from: Capital Reserves Profit and Loss Account		167,608 5,460 212,148		
	Balance at 31st December, 1994	£	50,000		
	Regional Development Grant Reserves				
	Balance as at 1st January 1994 Transferred to Profit and Loss Account	£	29,151 11,908	£	29,151 11,908
	Balance as at 31st December 1994	£	17,243	£	17,243
	Other Reserves as at 31st December 1994				
	Profit and Loss Account				
	Balance at 1st January, 1994 Corporation Tax Prior Year Adjustment	£	7,432,920 186,000	£	7,270,573 186,000
	Retained Loss for Year Transfer to Currency Reserves		7,246,920 (228,917) (212,148)		7,084,573 (194,584)
		£	6,805,855	£	6,889,989
	Distributable Reserves as at 31st December 199	94 £	6,805,855	£	6,889,989
	Undistributable Reserves as at 31 December 199	94 £	370,617	£	35,571

NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

27. STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

	Notes	1994	<u>Group</u> <u>1993</u>
Profit Attributable to Members of the Parent Company		£ 425,787	£ 1,058,884
Exchange Differences on Retranslation of Net Assets of Subsidiary and Associated Companies	26	(167,608)	(144,567)
Total Recognised Gains and Losses Relating to the Year		£ 258,179	£ 914,317

28. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Notes		1994	Group		1993
Total Recognised Gains and Losses	27	£	258,179		£	914,317
Corporation Tax Prior Year	21	~	-			-
Adjustment			(186,000)			383,995
Dividends	13		(654,704)			(956,160)
Regional Development Grants	0.6		(11 000)			(17,737)
Reserve transferred	26		(11,908)			(17,737)
Capital reserve on acquisition of shareholding	26					10,736
Total Movements During Year			(594,433)			335,151
Shareholders' Funds at 1st Januar	y		8,102,905			7,767,754
Shareholders' Funds at 31st Decem	ıber	£	7,508,472		£	8,102,905

NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

29. CONTINGENT LIABILITIES

The Company and the Group have the following contingent liabilities:-

- (a) Bills of Exchange discounted £ Nil (1993 £178,885) of which £ Nil (1993 £178,885) are 100% (1993 100%) guaranteed.
- (b) Documentary Credits outstanding £14,484 (1993 £ Ni1).

 Documentary Collections Inward £ Ni1 (1993 £30,165).
- (c) The Clydesdale Bank Plc, on behalf of Wright Health Group Ltd. has guaranteed payments to the Customs & Excise in respect of Deferred Import Duties to a limit of £100,000 in any calendar month (1993 £100,000).
- (d) The Group have entered into agreements to purchase the remaining shares in Millners Dental Suppliers (Cape) (Proprietary) Ltd, not at present owned, at net asset value at date of death or retirement of the present minority shareholders, should other parties to the agreements not acquire the shares.

CAPITAL COMMITMENTS

Amounts authorised but not contracted for amounted to £30,000 (1993 - £30,000) for the Group and £30,000 (1993 - £30,000) for the Company.

30. PENSION SCHEME

a) UNITED KINGDOM

The Group and the Company operate a pension scheme for selected U.K. employees, providing benefits based on final pensionable pay. The pension scheme is set up under trust and the assets of the scheme are therefore held separately from those of the Group and Company.

The pension cost charged to the profit and loss account is calculated by the actuary so as to spread the cost of pensions over the employees' working lives with the Group or Company. The pension costs are based on the most recent actuarial valuation which was completed in 1993.

The pension cost for the Group charged to the profit and loss account for the year was £44,249 (1993 - £47,604) and for the Company was £44,249 (1993 - £47,604).

That valuation followed the Projected Unit Method of funding with principal assumptions being 9% p.a. interest and 7.5% p.a. salary increases to pension date and revealed:

- a regular ongoing employer cost of 5.5% of pensionable salaries with a reduction in this regular cost of 3.1% as a result of spreading the surplus over the following 20 years, giving a net pension cost of 2.4% of pensionable salaries.
- a percentage funding level of 119%

Based on the valuation assumptions, the value of the scheme assets at 15th September 1993 was approximately £ 1,234,300.

NOTES TO THE FINANCIAL STATEMENTS

At 31st December, 1994

PENSION SCHEME (CONT'D)

b) OVERSEAS

Millner's Dental Suppliers (Cape) (Proprietary) Limited operate a fund to provide retirement benefits for its employees. The contributions paid by the company to fund obligations for the payment of retirement benefits are charged against income in the year of payment.

The companies' employees are members of the Millners Dental Suppliers Pension Fund which is a defined benefit plan subject to the Pension Fund Act 1956 of South Africa.

The fund is costed on an individual basis and any deficit identified is funded by increased future contributions.

The pension cost for the Group and Millners Dental Suppliers (Cape) (Proprietary) Limited charged to the profit and loss account for the year was £159,545 (1993 - £149,088).

NOTES TO THE CASH FLOW STATEMENT

For the year ended 31st December 1994

	FOT CHE	year ende	d JIBC DCCCMD	CI.			
1.	RECONCILIATION OF OPERATING P	א חד דדתח	URT CASH INTLO	ਜ਼ੂਸ਼	ROM OPERATI	NG	
1.	ACTIVITIES	MOLII IO I	THE OHOLI THE LIC		1994	-110	1993
				,		_	
	Operating Profit	c		ī	1,002,583	£	1,422,924
	Minority Interest share of Pr	ofits			(66,240)		(86,484)
	Depreciation Charges				549,341		511,399
	Loss on Sale of Fixed Assets				53,311		55,078
	Exchange Adjustments on Fixed				26,748		15,457
	Exchange Adjustment on Sale o	r Associat	e		(1,087)		(1// 570)
	Movement in Minority Interest		D C:: 1 T		(150,762)		(144,570)
	Regional Development Grant cr	edited to	Profit and Lo	ss	(11 000)		(17 707)
	Account				(11,908)		(17,737)
	(Increase)/Decrease in Stocks	D 1.			(64,660)		40,411
	(Increase)/Decrease in Trade				47,791		(68,829)
	(Increase)/Decrease in Other I				39,461		1,024
	Increase/(Decrease) in Trade				72,667		(236,653)
	Increase/(Decrease) in Other		1 C		(195,397)		(36,451)
	Goodwill Reinstated on Sale o				1,189		-
	Capital Reserve on Acquisition	n or Snare	es in Subsidia	ıry			10 726
	Company				-		10,736
	NEW GACK THEFOR THOSE OPENAMEN	A A CONTILLED	T 0	_	1 202 027	c	1 /// 205
	NET CASH INFLOW FROM OPERATING	G ACTIVITI	LES	Ľ	1,303,037	I.	1,466,305
				:			
2.	ANALYSIS OF CHANGES IN FINANCE	ING DURING	THE YEAR				
					Loans, Hir		
					and Finan		
			Capital		<u>Obliga</u>	tio	
		1994	1993		1994	_	1993
		£ 332,000	£ 332,000	£	782,786	£	457,475
	Net Cash Outflow/(Inflow)				206 245		(205 211)
	from Financing	-	-		326,245	,	(325,311)
	Balance at 31 December	e 222 000	£ 222 000	<u> </u>	454 541		702 706
	balance at 31 becember	£ 332,000	£ 332,000	L	456,541	I.	782,786
_	ANALYSIS OF STANSES IN SACT A						
3.	ANALYSIS OF CHANGES IN CASH A	ND CASH EC	ULVALENTS DUR	LNG	THE YEAR		
					1994		1993
	Polonos et 1 Ionnem			£	(813,921)	£	 (777,445)
	Balance at 1 January Net cash (outflow)/inflow before			Ľ	(013,921)	I,	(777,443)
	foreign exchange rate changes		ment or		(536,015)		108,091
	Effect of foreign exchange ra		,		(167,608)		(144,567)
	Effect of foreign exchange fa	te changes	•		(107,000)		(144,507)
	Balance at 31 December			f(1,517,544)	£	(813,921)
	balance at 31 becomber			~ `.	1,517,5447	~	(015,721)
4.	ANALYSIS OF THE BALANCES OF CA	ACH AND CA	CU POHTUAT PAR	ים ג	C CHUIM IN	тиг	RATANCE
4.	SHEET	ASH AND CA	ZSH EGOTANTENT	S A	2 SHOMN IN	Inc	
	SHEET		1994		1993		Change in Year
			1994	•	1993		
	Cash at Bank and in Hand	£	12,743	£	149,314		(136,571)
	Bank Overdrafts		(1,530,287)		(963,235)		(567,052)
					 		
		£	(1,517,544)	£	(813,921)	£	(703,623)
							Change
			1993		1992		in Year
	Cash at Bank and in Hand	£	149,314	£	297,423	£	(148,109)
	Bank Overdrafts	L	(963,235)		1,074,868)	L	•
	Dank Overdialls		(303,233)		1,074,000)		111,633
		£	(813,921)	£	(777,445)	£	(36,476)
		~		٠		<u> </u>	(30,470)
			-			_	