462364

Report of the Directors and

Financial Statements

for the Year Ended 31 October 1998

for

Typhoon International Limited



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Company Information for the Year Ended 31 October 1998

PRESIDENT:

Sir Derek Bibby Bt., MC., DL

DIRECTORS:

M.J. Bibby

(Chairman)

P.J. Bibby R.E. Crowe C. Owen

SECRETARY:

R.E. Crowe

REGISTERED OFFICE:

Brunswick Place

Bank Hall Liverpool L20 8NZ

REGISTERED NUMBER:

462364 (England and Wales)

AUDITORS:

Westmore Brennand Chartered Accountants and Registered Auditor Masons Building

28 Exchange Street East

Liverpool L2 3XZ

Report of the Directors for the Year Ended 31 October 1998

The directors present their report with the financial statements of the company for the year ended 31 October 1998.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the manufacture and distribution of safety, survival and watersports equipment.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

DIVIDENDS

It is recommended that no dividends be distributed for the year ended 31 October 1998.

DIRECTORS

The directors during the year under review were:

P.J. Bibby

M.J. Bibby

R.E. Crowe

C. Owen

The directors holding office at 31 October 1998 did not hold any beneficial interest in the issued share capital of the company at 1 November 1997 or 31 October 1998.

The directors' beneficial interests in the issued share capital of the ultimate holding company, Typhoon Holdings Limited, are shown in the financial statements of Typhoon Holdings Limited.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors 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 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 which disclose with reasonable accuracy at any time the financial position of the company and to 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.

AUDITORS

The auditors, Westmore Brennand, will be proposed for re-appointment in accordance with Section 385A of the Companies Act 1985.

ON BEHALF OF THE BOARD:

R.E. Crowe - SECRETARY

Dated: 26 February 1999

Report of the Auditors to the Shareholders of Typhoon International Limited

We have audited the financial statements on pages four to sixteen which have been prepared under the historical cost convention and the accounting policies set out on page ten.

Respective responsibilities of directors and auditors

As described on page two 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 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.

Going concern

In forming our opinion, we have considered the adequacy of the disclosures made in note 1 of the financial statements concerning the support of the parent company and its shareholders. In view of the significance of this, we consider that it should be drawn to your attention but our opinion is not qualified in this respect.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 October 1998 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Westmore Brennand Chartered Accountants and Registered Auditor

Masons Building 28 Exchange Street East

Liverpool

L2 3XZ Dated: 26 February 1999

Profit and Loss Account for the Year Ended 31 October 1998

		31.10.	98	31.10.	97
	Notes	£	£	£	£
TURNOVER	2		2,520,095		2,097,805
Cost of sales			1,633,992		1,309,678
GROSS PROFIT			886,103		788,127
Distribution costs		54,437		46,418	
Administrative expenses		917,972	972,409	966,412	1,012,830
			(86,306)		(224,703)
Other operating income	4		44,115		1,628
OPERATING LOSS	4		(42,191)		(223,075)
Exceptional item			-		103,942
			(42,191)		(327,017)
Interest payable and similar charges	5		68,880		78,815
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION			(111,071)		(405,832)
Tax on loss on ordinary activities	6				-
LOSS FOR THE FINANCIAL YEAR AFTER TAXATION			(111,071)		(405,832)
(Deficit)/Retained profit brought forward: As previously reported Prior year adjustments	:	(17,482)		443,783 (55,433)	
As restated			(17,482)		388,350
DEFICIT CARRIED FORWARD			£(128,553)		£(17,482)

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

Statement of Total Recognised Gains and Losses for the Year Ended 31 October 1998

	31.10.98	31.10.97
	£	£
LOSS FOR THE FINANCIAL YEAR	(111,071)	(405,832)
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR Prior year adjustment	(111,071)	(405,832) (55,433)
TOTAL GAINS AND LOSSES RECOGNISED SINCE LAST ANNUAL REPORT	£(111,071)	£(461,265)

Balance Sheet 31 October 1998

	31.10.	.98	31.10	.97
Notes	£	£	£	£
7		7.664		
				462 261
0		477,987		463,261
		485,651		463,261
9	820,588		687,076	
10				
	933		2,378	
	1,399,836		1,406,816	
11	1,072,570		1,415,123	
TIES):		327,266		(8,307)
		812.917		454,954
		~~,> <u>~</u> ,		15 1,75 1
12		770,248		301,214
		£42,669		£153,740
16		2 700		3,700
		•		166,222
				1,300
10		(128,553)		(17,482)
21		£42,669		£153,740
	7 8 9 10 11 TIES):	Notes £ 7 8 9 820,588 10 578,315 933 1,399,836 11 1,072,570 TTES): 12	7,664 477,987 485,651 9 820,588 10 578,315 933 1,399,836 11 1,072,570 TTES): 327,266 812,917 12 770,248 £42,669 16 3,700 166,222 18 1,300 (128,553)	Notes £ £ £ £ 7

ON BEHALF OF THE BOARD:

P.J. Bibby - DIRECTOR

Approved by the Board on 26 February 1999

<u>Cash Flow Statement</u> for the Year Ended 31 October 1998

		31.10.98		31.10	0.97
	Notes	£	£	£	£
Net cash inflow/(outflow) from operating activities	1		149,353		(295,550)
Returns on investments and servicing of finance	2		(68,880)		(78,815)
Capital expenditure	2		(87,986)		229,810
Decrease in cash in the period			£(7,513)		£(144,555)

Reconciliation of net cash flow to movement in net debt	3	
Decrease in cash in the period Cash inflow from decrease in	(7,513)	(144,555)
debt and lease financing	26,655	11,868
Change in net debt resulting from cash flows	_19,14	<u>(132,687)</u>
Movement in net debt in the period Net debt at 1 November 1997	19,14 (530,30	` , ,
Net debt at 31 October 1998	£(511,15	£(530,300)

2.

Notes to the Cash Flow Statement for the Year Ended 31 October 1998

1. RECONCILIATION OF OPERATING LOSS TO NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES

	31.10.98	31.10.97
	£	£
		~
Operating loss	(42,191)	(223,075)
Depreciation charges	63,912	60,252
Loss on sale of fixed assets	1,792	1,173
Profit on sale of fixed assets	(108)	(1,000)
Exceptional item	· · ·	(103,942)
Increase in stocks	(133,512)	(238,364)
Decrease/(Increase) in debtors	139,047	(255,567)
Increase in creditors	120,413	464,973
Net cash inflow/(outflow)		
from operating activities	149,353	(295,550)
•		<u>`</u>
ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE C	ASH FLOW STAT	EMENT
	31.10.98	31.10.97
	£	£
Returns on investments and		
servicing of finance		
Interest paid	(64,914)	(73,552)
Interest element of hire purchase payments	(3,966)	_(5,263)
Net cash outflow		
for returns on investments and servicing of finance	(68,880)	(78,815)
		
Capital expenditure		
Purchase of intangible fixed assets	(7,664)	-
Purchase of tangible fixed assets	(87,892)	(45,647)
Sale of tangible fixed assets	7,570	275,457
Net cash (outflow)/inflow		
for capital expenditure and financial investment	(87,986)	229,810

Notes to the Cash Flow Statement for the Year Ended 31 October 1998

3. ANALYSIS OF CHANGES IN NET DEBT

ANALUS OF CHILLORS IN THE BEET	At 1.11.97 £	Cash flow £	At 31.10.98 £
Net cash:			
Cash at bank and in hand	2,378	(1,445)	933
Bank overdraft	(<u>487,776</u>)	(6,068)	<u>(493,844</u>)
	(485,398)	(7,513)	<u>(492,911)</u>
Debt:			
Hire purchase	(44,902)	26,655	(18,247)
	(44,902)	26,655	(18,247)
Total	(530,300)	19,142	(<u>511,158</u>)
Analysed in Balance Sheet			
Cash at bank and in hand	2,378		933
Bank overdraft and short term loans Hire purchase	(487,776)		(493,844)
within one year	(27,607)		(12,809)
after one year	(17,295)		(5,438)
	(530,300)		<u>(511,158)</u>

Notes to the Financial Statements for the Year Ended 31 October 1998

ACCOUNTING POLICIES 1.

Fundamental accounting concept

The company is dependent upon continuing finance being made available by its parent company and its shareholders to enable it to continue operating and to meet its liabilities as they fall due. It is the intention of the parent company and its shareholders to support Typhoon International Limited for the foreseeable future, and the directors believe that it is therefore appropriate to prepare accounts on a going concern basis.

Accounting convention

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Freehold and buildings - 2% on cost Plant and machinery - 10% on cost - 10% on cost and Fixtures and fittings 20% on cost Motor vehicles

- 20% on cost and

25% on cost

Intangible fixed assets

Intangible fixed assets comprise expenditure on licences for the XCM suit.

Intangible fixed assets are amortised through the profit and loss account in equal instalments over three years.

Stocks

Stock and work in progress are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

Deferred taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Rentals paid under operating leases are charged to the profit and loss account as incurred.

Pensions

The company operates a defined contribution pension scheme. Contributions payable for the year are charged in the profit and loss account.

2. **TURNOVER**

The turnover and loss before taxation are attributable to the one principal activity of the company.

Notes to the Financial Statements for the Year Ended 31 October 1998

	for the Year Ended 31 October 1998		
3.	STAFF COSTS	31.10.98	31.10.97
	Wages and salaries Social security costs Other pension costs	£ 868,193 67,472 6,608	£ 932,891 61,643 5,376
		942,273	999,910
	The average monthly number of employees during the year was as follows:	31.10.98	31.10.97
	Production Administration	56 <u>18</u>	45 <u>15</u>
		<u>74</u>	<u>60</u>
4.	OPERATING LOSS		
	The operating loss is stated after charging:		
	Depreciation - owned assets Depreciation - assets on hire purchase contracts Loss on disposal of fixed assets Auditors' remuneration	31.10.98 £ 58,261 5,651 1,684 6,604	31.10.97 £ 67,113 8,887 173 7,000
	Directors' emoluments	_	22,238
	The operating loss is stated after crediting: Grants received	44,115	1,628
5.	INTEREST PAYABLE AND SIMILAR CHARGES	31.10.98 £	31.10.97
	Bank interest Loan interest	47,867 17,047	£ 35,711 37,841
	Hire purchase	3,966	5,263

6. TAXATION

No liability to UK Corporation tax arose on ordinary activities for the year ended 31 October 1998 nor for the year ended 31 October 1997.

68,880

78,815

Notes to the Financial Statements for the Year Ended 31 October 1998

7. INTANGIBLE FIXED ASSETS

	Patents and licences
COST:	£
Additions	7,664
At 31 October 1998	7,664
NET BOOK VALUE: At 31 October 1998	<u>7,664</u>

8. TANGIBLE FIXED ASSETS

	Freehold	Office equipment				
	and buildings	Plant and machinery	fixtures and fittings	Motor vehicles	Totals	
	£	£	£	£	£	
COST OR VALUATION:						
At 1 November 1997	250,000	463,530	283,553	66,560	1,063,643	
Additions	-	43,639	14,258	29,995	87,892	
Disposals		(7,325)		(14,176)	(21,501)	
At 31 October 1998	250,000	499,844	297,811	82,379	1,130,034	
DEPRECIATION:						
At 1 November 1997	9,090	327,952	232,175	31,165	600,382	
Charge for year	3,030	33,259	16,713	10,910	63,912	
Eliminated on disposals		(1,662)	<u> </u>	(10,585)	(12,247)	
At 31 October 1998	12,120	359,549	248,888	_31,490	652,047	
NET BOOK VALUE:						
At 31 October 1998	237,880	140,295	48,923	50,889	477,987	
At 31 October 1997	240,910	135,577	51,378	35,396	463,261	

The comparable amounts of land and buildings included at valuation determined according to the historic cost accounting rules are as follows:-

	Freehold Properties
5.0 mm	£
COST	125,440
Accumulated depreciation	(30,751)
NET BOOK VALUE	
At 31 October 1998	94,689
At 31 October 1997	96,207

The freehold property was valued by Townsend and Gilbert, Chartered Surveyors, at open market value at 30 October 1994.

Notes to the Financial Statements for the Year Ended 31 October 1998

8. TANGIBLE FIXED ASSETS - continued

Fixed assets, included in the above, which are held under hire purchase contracts are as follows:

COST: At 1 November 1997 £ £ £ £ 24,178 56,385 80,	,563
At 1 November 1997 24,178 36,383 80.	
Transferred to ownership $\underline{\qquad}$ \qquad	<u>,139</u>)
At 31 October 1998 <u>24,178</u> <u>19,246</u> <u>43,</u>	,424
DEPRECIATION:	
At 1 November 1997 - 19,686 19,	,686
	,651
Transferred to ownership $\phantom{aaaaaaaaaaaaaaaaaaaaaaaaaaaaaaaaaaa$	<u>,372</u>)
At 31 October 1998 <u>2,418</u> <u>9,547</u> <u>11,</u>	,965
NET BOOK VALUE:	
	<u>,459</u>
At 31 October 1997 <u>24,178</u> <u>36,699</u> <u>60,</u>	<u>,877</u>
9. STOCKS	
31.10.98 31.10 £ £	
Stock 215,425 224,	
.,	,454
Finished goods <u>537,039</u> <u>379,</u>	
820,588 687,	,076
10. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	
31.10.98 31.10 £ £	
Trade debtors 520,140 435,	
Other debtors 17,212 246,	
Prepayments <u>40,963</u> <u>35,</u>	,884
<u>578,315</u> <u>717,</u>	<u>,362</u>

Notes to the Financial Statements for the Year Ended 31 October 1998

11.	CREDITORS: AMOUNTS FALLING		
	DUE WITHIN ONE YEAR	21 10 00	21 10 07
		31.10.98 £	31.10.97 £
	Bank loans and overdrafts	ı.	£
	(see note 13)	493,844	487,776
	Hire purchase contracts	,-	127,77.0
	(see note 14)	12,809	27,607
	Trade creditors	416,930	537,064
	Other creditors	14,371	10,982
	Mortgage loans	3,927	234,153
	Social security and other taxes	55,996	43,859
	Accrued expenses	74,693	73,682
		1,072,570	1,415,123
12.	CREDITORS: AMOUNTS FALLING		
	DUE AFTER MORE THAN ONE YEAR		
		31.10.98 £	31.10.97
	Amounts owed to parent company	20,919	£ 18,919
	Mortgage loans		·
	(see note 13)	168,623	-
	Directors loans		
	(see note 13)	521,165	215,000
	Other loans	54,103	50,000
	Hire purchase contracts	5 420	17.005
	(see note 14)	5,438	17,295
		<u>770,248</u>	301,214
13.	LOANS AND OVERDRAFTS		
	An analysis of the maturity of loans and overdrafts is given below:		
		31.10.98	31.10.97
		£	£
	Amounts falling due within one year or on demand:		
	Bank overdrafts	218,968	487,776
	Mortgage loans	3,927	234,153
	Bank loans	<u>274,876</u>	
		497,771	721,929
	Amounts falling due between two and five years:		
	Mortgage loans	18,945	-
	Other loans	615,944	265,000
		634,889	265,000
			- ,
	Amounts falling due in more than five years:		
	Mortgage loans	149,678	

Mortgage loans comprise mortgages secured on the freehold property. Bank loans and overdrafts are secured by a fixed charge on the debts, goodwill and other intangible property, a second charge on the freehold property, and a floating charge on the other assets of the company. There is an unlimited cross-guarantee in respect of the parent company, Typhoon Holdings Limited. Other loans and some directors loans bear interest at a rate of 2.5% over inter-bank rates from 1 January 1998.

Notes to the Financial Statements for the Year Ended 31 October 1998

14. OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES

	Hire	
	purchase	
	contracts	
	31.10.98	31.10.97
	£	£
Gross obligations repayable:		
Within one year	14,379	31,290
Between one and five years	6,905	20,618
	21 204	51 000
	21,284	51,908
Finance charges repayable:		
Within one year	1,570	3,683
Between one and five years	1,467	3,323
		
	3,037	7,006
Net obligations repayable:		
Within one year	12,809	27,607
Between one and five years	_5,438	17,295
	18,247	44,902
	10,247	=+,,,,,,,

The following payments are committed to be paid within one year:

	Operating leases	
	31.10.98 £	31.10.97 £
Expiring: Between one and five years	<u>2,597</u>	_

15. PROVISIONS FOR LIABILITIES AND CHARGES

Deferred taxation for which provision has been made in the financial statements and the amounts for which no provision has been made, are as follows:

	Provided			√ot vided
	31.10.98 £	31.10.97 £	31.10.98 £	31.10.97
Excess of capital allowances over depreciation Property revaluation	15,761	16,745 	<u>34,907</u>	38,231
Y	15,761	16,745	34,907	38,231
Less: Losses carried forward	15,761	16,745	-	
	<u>-</u>	- 	34,907	<u>38,231</u>

Notes to the Financial Statements for the Year Ended 31 October 1998

16. CALLED UP SHARE CAPITAL

	Authorised: Number:	Class:	Manainal	21 10 00	21 12 2-
	Number.	Class.	Nominal value:	31.10.98 £	31.10.97 £
	5,000	Ordinary Shares	£1	5,000	5,000
	Allotted, issue	ed and fully paid:			
	Number:	Class:	Nominal	31.10.98	31.10.97
	3,700	Ordinary Shares	value: £1	£	£
	5,700	Ordinary Shares	£1	3,700	3,700
17.	REVALUAT	ION RESERVE			
				31.10.98	31.10.97
	Brought forwa	nrd		£ 166.222	£ 166,222
	Divagni ivi no			166,222	166,222
18.	OTHER RES	ERVES			
10.				31.10.98	31.10.97
	25. 1.0	•		£	£
	Brought forwa	ırd		1,300	1,300

19. ULTIMATE PARENT COMPANY

The company's ultimate parent undertaking at the balance sheet date was Typhoon Holdings Limited, a company incorporated in the United Kingdom.

20. RELATED PARTY DISCLOSURES

During the year the company made net sales of goods of £92,960 and purchased services of £84,000 from International Safety Products Limited, a company controlled by P.J. Bibby. The net balance due to Typhoon International Limited at 31 October 1998 was £6,025.

21. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Loss for the financial year	31.10.98 £ (151,747)	31.10.97 £ (405,832)
NET REDUCTION OF SHAREHOLDERS' FUNDS Opening shareholders' funds	(151,747) 153,740	(405,832) 559,572
CLOSING SHAREHOLDERS' FUNDS	1,993	153,740
Equity interests	1,993	153,740

22. SUBSIDIARY

The company owns the whole of the issued share capital of Typhoon Sportikel G.m.b.k. (Incorporated in Germany). The subsidiary did not trade during the year, and full provision has been made in respect of the company's investment in previous years. Group accounts have not been prepared on the grounds that the subsidiary is not material for the purposes of giving a true and fair view.