

**TT Asia Holdings Limited**

**Annual report and financial statements**  
**Registered number 2464046**  
**31 December 2019**

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## Strategic Report

### Business Review and future developments

TT Asia Holding Limited's (the "Company") core business is an investment holding company.

### Review of the business

The principal activity of its ultimate subsidiary undertakings continues to be the manufacture of electronic components.

### Principal Risks and Uncertainties

The principal risks and uncertainties relate to those of its subsidiary undertakings, which support the value of the investment held by the company.

### Interest rate risk

The company finances its operations through a mixture of retained profits, inter-company accounts and bank overdrafts. The company's exposure to interest rate fluctuations is managed on a group basis.

### Liquidity risk

The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. Primarily this is achieved through inter-company accounts and bank overdraft facilities.

### Results and dividend

The profit for the year after taxation amounted to £141,000 £ (2018: loss of £150,000). Details of dividends paid are included in note 7 to the Financial Statements.

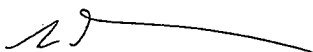
### Corporate responsibility

The Group's corporate sustainability strategy and performance is published on its website at [www.ttelectronics.com](http://www.ttelectronics.com).

A summary of the year's activities is included in the TT Electronics plc consolidated financial statements for the year ended 31 December 2019, which is available on the Group's website: <http://www.ttelectronics.com/investor-overview>.

Approved by the board of directors on 7 September 2020 and signed on its behalf by:

By order of the Board



**L D Boardman**  
*Secretary*  
7 September 2020

**Registered office:**  
Fourth Floor  
St Andrews House  
West Street  
Woking  
Surrey  
GU21 6EB  
United Kingdom

## Directors' Report

The directors present their annual report on the affairs of the Company, together with the audited Financial Statements and the independent auditor's report, for the year ended 31 December 2019.

### Directors

The directors who served during the year and up to the date of signing these Financial Statements are included in the table below:

Name	
L D Boardman	
M Hoad	
R N Clark	Appointed 10/07/2019
C A Jewell	Resigned 10/07/2019

### Directors' remuneration

Directors' remuneration has been disclosed in note 2 to the Financial Statements.

### Share capital

Full details of the Company's issued share capital, including changes during the year, can be found in note 7 to the Financial Statements.

### Disclosure of information to auditor

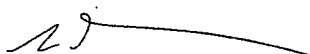
The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself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

### Political donations

The Company made no political donations or incurred any political expenditure during the year ended 31 December 2019 (2018: nil).

### Auditor

Following an audit retender which concluded in 2019, Deloitte LLP was selected as the auditor for TT Asia Holdings Limited. Accordingly, it is intended that Deloitte LLP will be appointed to replace KPMG LLP as auditor of the Company for the year ending 31 December 2020.



**L D Boardman**  
*Secretary*  
7 September 2020

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

The directors are responsible for preparing the Strategic Report, 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 financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*. Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these 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;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

### Going concern

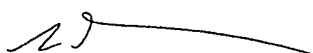
The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, including the anticipated impact of COVID-19 pandemic, the company will have sufficient funds, to meet its liabilities as they fall due for that period.

Those forecasts are dependent on the company's ultimate parent company, TT Electronics plc not seeking repayment of the amounts currently due to the group, which at 31 December 2019 amounted to £1,164,000. TT Electronics plc has indicated that it does not intend to seek repayment of these amounts for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Approved by the board of directors on 7 September 2020 and signed on its behalf by:



**L D Boardman**  
Secretary  
7 September 2020

**Registered office:**  
Fourth Floor  
St Andrews House  
West Street  
Woking  
Surrey  
GU21 6EB  
United Kingdom

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TT ASIA HOLDINGS LIMITED

## Opinion

We have audited the financial statements of TT Asia Holdings Limited ("the company") for the year ended 31 December 2019 which comprise the Profit and Loss Account and Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework* and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

## Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

## Strategic report and Directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

## Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit

We have nothing to report in these respects.

### **Directors' responsibilities**

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

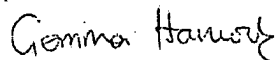
### **Auditor's responsibilities**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

### **The purpose of our audit work and to whom we owe our responsibilities**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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.



**Gemma Hancock (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**

Chartered Accountants

1 Forest Gate

Brighton Road

Crawley

RH11 9PT

9 September 2020

**Profit and Loss Account and Other Comprehensive Income**  
*for the year ended 31 December 2019*

	<i>Note</i>	<b>2019</b> <b>£000</b>	2018 £000
Other Operating expense		-	(150)
<b>Operating loss</b>		-	(150)
<b>Result/(loss) on ordinary activities before taxation</b>		<u>-</u>	<u>(150)</u>
Tax on result/(loss)	5	<u>141</u>	-
<b>Profit/(loss) for the financial year</b>		<u><u>141</u></u>	<u><u>(150)</u></u>

The notes on pages 9 to 14 form part of these financial statements.

The company has no other comprehensive income for the year (2018: nil). The total comprehensive income/(loss) for the year is therefore £141,000 (2018: £150,000).

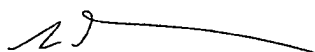


**Balance Sheet**  
*at 31 December 2019*

	<i>Note</i>	<b>2019</b> <b>£000</b>	<b>£000</b>	<b>2018</b> <b>£000</b>	<b>£000</b>
<b>Fixed assets</b>					
Investments	6		1,368		1,368
			<u>1,368</u>		<u>1,368</u>
<b>Current assets</b>					
Group debtors		11,300		16,300	
Cash at bank and in hand		10		10	
		<u>11,310</u>		<u>16,310</u>	
<b>Current liabilities</b>					
Group creditors		(1,164)		-	
Taxation		-		(1,305)	
		<u>(1,164)</u>		<u>(1,305)</u>	
<b>Net Current Assets</b>		<b>10,146</b>		<b>15,005</b>	
<b>Net assets</b>			<u><b>11,514</b></u>		<u><b>16,373</b></u>
<b>Capital and reserves</b>					
Called up share capital	7		10,473		10,473
Profit and loss account			1,041		5,900
<b>Shareholders' funds</b>			<u><b>11,514</b></u>		<u><b>16,373</b></u>

The notes on pages 9 to 14 form part of these financial statements.

These financial statements were approved by the board of directors on 7 September 2020 and were signed on its behalf by:



**L D Boardman**  
*Director*  
7 September 2020  
Company registered number: 2464046



**R N G Clark**  
*Director*  
7 September 2020

## Statement of Changes in Equity

	Called up Share capital £000	Profit and loss account £000	Total equity £000
Balance at 1 January 2018	10,473	6050	16,523
<b>Total comprehensive loss for the year</b>			
Loss for the year	-	(150)	(150)
Balance at 31 December 2018	10,473	5,900	16,373
<b>Total comprehensive income for the year</b>			
Profit for the year	-	141	141
Dividends paid	-	(5,000)	(5,000)
<b>Balance at 31 December 2019</b>	<b>10,473</b>	<b>1,041</b>	<b>11,514</b>

The notes on pages 9 to 14 form part of these financial statements.

## Notes

*(forming part of the financial statements)*

### 1 Accounting Policies

TT Asia Holdings Limited is a company incorporated and domiciled in the UK.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's ultimate parent undertaking, TT Electronics Plc includes the Company in its consolidated financial statements. The consolidated financial statements of TT Electronics Plc are available to the public and may be obtained from Fourth Floor, St Andrews House, West Street, Woking, Surrey, GU21 6EB.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital;
- Disclosures in respect of transactions with wholly owned subsidiaries ;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The most significant judgements and estimates in applying these accounting policies relate to the carrying value of the fixed asset investments.

#### 1.1 Measurement convention

The financial statements are prepared on the historical cost basis. Non-current assets and disposal groups held for sale are stated at the lower of previous carrying amount and fair value less costs to sell.

#### 1.2 Going concern

No material uncertainties that cast significant doubt about the ability of the company to continue as a going concern have been identified by the directors. A statement with regard Covid 19 is included in the Statement of directors' responsibilities in respect of the Directors' report and the financial statements.

The Company's business activities are set out in the Business Review on page 1

#### 1.3 Foreign currency

Transactions in foreign currencies are translated to the Company's functional currencies at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the profit and loss account.

## Notes (continued)

### 1.4 Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other debtors, cash and cash equivalents, loans and borrowings, and trade and other creditors.

#### *Trade and other debtors*

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

At each reporting date the Company makes an assessment of credit risk by considering reasonable and supportable information that may indicate increases in credit risk. The amount of credit risk provision is the difference between the original carrying amount and the recoverable amount, being the present value of expected cash flows receivable. The amount of the provision is recognised in the income statement.

#### *Credit risk relating to trade receivables*

The Company's major exposure to credit risk is in respect of trade receivables. Given the solvency of major trade debtors, credit risk is believed to be limited. The Company regularly monitors its exposure to bad debts in order to minimise this exposure.

The Company has strict procedures in place to manage the credit risk on trade receivables. Customer credit risk is subject to Company's oversight to ensure that each customer credit risk management system operates in a prudent and responsible manner. Credit evaluations are performed for all customers and credit limits are established based on internal or external rating criteria. The credit quality of the Company's significant customers is monitored on an ongoing basis, and receivables that are neither past due nor impaired are considered of good credit quality. Letters of credit or payments in advance are obtained where customer credit quality is not considered strong enough for open credit.

There were no material impairments of trade receivables as at 31 December 2019 or 2018. The solvency of the debtor and their ability to repay the receivables were considered in assessing the impairment of such assets.

#### *Trade and other creditors*

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

#### *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

### 1.5 Intra-group financial instruments

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company considers these to be insurance arrangements and accounts for them as such. In this respect, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

### 1.6 Impairment excluding stocks, and deferred tax assets

#### *Financial assets (including trade and other debtors)*

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

## Notes (continued)

### 1.6 Impairment excluding stocks, and deferred tax assets (continued)

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the

impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

### 1.7 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

## 2 Directors' remuneration

The directors received remuneration totalling £4,000 (2018: £3,000) in respect of their services to the Company. The remuneration was paid by the ultimate parent, TT Electronics plc

The company had no employees in either period.

## 3 Staff numbers and costs

The company had no employees in either period.

## 4 Expenses and auditor's remuneration

### Auditor's remuneration:

The auditor's remuneration for the audit of these financial statements of £5,000 (2018: £4,000) was borne by the ultimate parent company in the current period. Amounts receivable by the Company's auditor and its associates in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's parent, TT Electronics plc.

## 5 Taxation

### Tax charged in the income statement

	2019 £000	2018 £000
Current Tax:		
UK Corporation tax on profits for the period	-	-
Adjustment in respect of previous periods	141	-
Total current tax	141	-
Deferred Tax:		
Origination and reversal of temporary differences	-	-
Total deferred tax	-	-
Total tax expense	141	-

## Notes (continued)

### 5 Taxation (continued)

#### Reconciliation of effective tax rate

	2019 £000	2018 £000
Profit/(loss) for the year	141	(150)
Total taxation for the year	141	-
Result/ (loss) excluding taxation	-	(150)
Tax using the UK corporation tax rate of 19% (2018: 19%)	-	29
Items not deductible for tax purposes		(29)
Adjustment to current tax in respect of prior periods	141	-
Total tax expense	141	-

On 6 September 2016 the UK enacted a reduction in the rate of corporation tax from 19% to 17% to be effective from 1 April 2020. This would have reduced the company's future current tax charge accordingly. On 11 March 2020 the UK Government announced their intension to stop this reduction and retain a UK corporation tax of 19%. It is expected that this change will be enacted during 2020.

### 6 Fixed asset investments

	Shares in group undertakings £000
<b>Cost</b>	
At beginning of year	8,498
At end of year	8,498
<b>Provisions</b>	
At beginning of year	(7,130)
At end of year	(7,130)
<b>Net book value</b>	
At 31 December 2019	1,368
At 31 December 2018	1,368

In the opinion of the directors the value of investments in subsidiaries is not less than the value at which they are included in the balance sheet.

## Notes (continued)

### 7 Capital and reserves

#### Share capital

In thousands of shares	Ordinary shares	
	2019	2018
On issue at 1 January	10,473	10,473
On issue at 31 December – fully paid	10,473	10,473
	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each	10,473	10,473
	<b>10,473</b>	<b>10,473</b>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

#### Dividends

The following dividends were recognised during the period:

	2019	2019	2018	2018
	pence per share	£000	pence per share	£000
<b>Equity dividends</b>				
Paid during the year	47.74	5,000	-	-
	47.74	5,000	-	-

### 8 Contingencies

There was a cross guarantee between certain companies in the group on all bank overdrafts with HSBC Bank plc. At 31 December 2019 the total borrowings which the company is a cross-guarantor to amounted to £8,482,190 (2018: £4,371,858).

## Notes (continued)

### 9 Ultimate parent company and related undertakings

The Company is a subsidiary undertaking of TT Electronics Plc which is the ultimate parent company. The ultimate controlling party is TT Electronics Plc.

No other group financial statements include the results of the Company. The consolidated financial statements of these groups are available to the public and may be obtained from Fourth Floor, St Andrews House, West Street, Woking, Surrey, GU21 6EB.

The directly and wholly trading subsidiaries of the company are:

Name of Subsidiary Undertaking	Country of Incorporation	Proportion of Shares held	Share Class	Registered office/ principal place of business
TT Electronics Asia Pte Ltd.	Singapore	100%	Ordinary	(1)
TT Electronics Integrated Manufacturing Services (Suzhou) Co. Ltd	China	100%	Ordinary	(2)

(1) 2 Shenton Way, #18-01 SGX Centre 1, 068804, Singapore

(2) 158-24 Hua Shan Road, Snd Suzhou, 215129, China