

COMPANY REGISTRATION NUMBER 4687976

C&C HITECH HOLDINGS LIMITED
FINANCIAL STATEMENTS
31 MARCH 2008



SLAVEN JEFFCOTE LLP
Chartered Certified Accountants & Registered Auditors
1 Lumley Street
Mayfair
London
W1K 6TT

C&C HITECH HOLDINGS LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2008

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C&C HITECH HOLDINGS LIMITED
OFFICERS AND PROFESSIONAL ADVISERS

The board of directors	B Choudhrie C P Thomas Lumley Management Limited
Company secretary	JD Secretariat Limited
Registered office	1 Lumley Street Mayfair London W1K 6TT
Auditor	Slaven Jeffcote LLP Chartered Certified Accountants & Registered Auditors 1 Lumley Street Mayfair London W1K 6TT
Bankers	Barclays Bank Plc 2 Victoria Street London SW1H 0ND

C&C HITECH HOLDINGS LIMITED

THE DIRECTORS' REPORT

YEAR ENDED 31 MARCH 2008

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 March 2008.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of an investment company.

DIRECTORS

The directors who served the company during the year were as follows:

B Choudhrie
C P Thomas
Lumley Management Limited

Lumley Management Limited was appointed as a director on 13 August 2007.

Lumley Management Limited retired as a director on 20 October 2008.

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that 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.

In so far as the directors are 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.

C&C HITECH HOLDINGS LIMITED

THE DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 MARCH 2008

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

Registered office:
1 Lumley Street
Mayfair
London
W1K 6TT

Signed by order of the directors



JD SECRETARIAT LIMITED
Company Secretary

Approved by the directors on 29/6/09

C&C HITECH HOLDINGS LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
C&C HITECH HOLDINGS LIMITED
YEAR ENDED 31 MARCH 2008

We have audited the financial statements of C&C Hitech Holdings Limited for the year ended 31 March 2008, which have been prepared on the basis of the accounting policies set out on page 8.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

The directors' 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 Directors' 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 Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and 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.

C&C HITECH HOLDINGS LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
C&C HITECH HOLDINGS LIMITED *(continued)*
YEAR ENDED 31 MARCH 2008


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 2008 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

1 Lumley Street
Mayfair
London
W1K 6TT

29th January 2009



SLAVEN JEFFCOTE LLP
Chartered Certified Accountants
& Registered Auditors

C&C HITECH HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 MARCH 2008

	Note	Year to 31 Mar 08 £	Period from 1 Jan 06 to 31 Mar 07 £
TURNOVER		–	–
Administrative expenses		<u>11,593</u>	<u>80,254</u>
OPERATING LOSS	2	(11,593)	(80,254)
Interest receivable		<u>579</u>	<u>18,627</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(11,014)	(61,627)
Tax on loss on ordinary activities	3	–	–
LOSS FOR THE FINANCIAL YEAR		<u>(11,014)</u>	<u>(61,627)</u>

All of the activities of the company are classed as continuing.

The notes on pages 8 to 12 form part of these financial statements.

C&C HITECH HOLDINGS LIMITED

BALANCE SHEET

31 MARCH 2008

	Note	2008 £	2007 £
FIXED ASSETS			
Investments	4	<u>8,423,035</u>	<u>6,594,675</u>
CURRENT ASSETS			
Debtors	5	3,992	3,798
Cash at bank		<u>6,331</u>	<u>33,033</u>
		<u>10,323</u>	<u>36,831</u>
CREDITORS: Amounts falling due within one year	6	<u>7,079</u>	<u>5,850</u>
NET CURRENT ASSETS		<u>3,244</u>	<u>30,981</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>8,426,279</u>	<u>6,625,656</u>
CREDITORS: Amounts falling due after more than one year	7	<u>8,115,439</u>	<u>6,667,618</u>
		<u>310,840</u>	<u>(41,962)</u>
CAPITAL AND RESERVES			
Called-up equity share capital	9	1,000	1,000
Profit and loss account	10	<u>309,840</u>	<u>(42,962)</u>
SHAREHOLDERS' FUNDS/(DEFICIT)	11	<u>310,840</u>	<u>(41,962)</u>

These financial statements have been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

These financial statements were approved by the directors and authorised for issue on 29/01/09, and are signed on their behalf by:


B CHOUDHRIE

The notes on pages 8 to 12 form part of these financial statements.

C&C HITECH HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2008

1. ACCOUNTING POLICIES

Basis of accounting

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

The accounts have been prepared on a going concern basis which is dependant upon the continuing support of other companies within the C&C Alpha group.

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is small.

Foreign currencies

Foreign investments which are financed mainly by foreign borrowings are converted into sterling at the rates of exchange ruling at the balance sheet date. The gain or loss on the movement in the exchange rate is taken to a foreign equity reserve. Exchange gains or losses in respect of foreign borrowings are offset against the gains or losses arising from the foreign investments and recognised in the foreign equity reserve. Gains or losses on foreign borrowings in excess of the gains and losses on foreign investments are taken to the profit and loss account.

Other assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. These exchange differences are taken into account in arriving at the operating profit.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

2. OPERATING LOSS

Operating loss is stated after charging/(crediting):

	Year to 31 Mar 08 £	Period from 1 Jan 06 to 31 Mar 07 £
Directors' emoluments	—	—
Auditor's fees	3,525	2,350
Net profit on foreign currency translation	<u>(1,063)</u>	<u>(72,823)</u>

C&C HITECH HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2008

3. TAXATION ON ORDINARY ACTIVITIES

Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 30% (2007 - 30%).

	Year to 31 Mar 08 £	Period from 1 Jan 06 to 31 Mar 07 £
Loss on ordinary activities before taxation	<u>(11,014)</u>	<u>(61,627)</u>
Loss on ordinary activities by rate of tax	(3,304)	(18,488)
Expenses not deductible for tax purposes	330	240
Tax Losses carried forward	<u>2,974</u>	<u>18,248</u>
Total current tax	<u>-</u>	<u>-</u>

4. INVESTMENTS

	Shares in participating interest £	Quoted and unquoted shares £	Total £
COST			
At 1 April 2007	2,017,122	1,214,185	3,231,307
Additions	-	740	740
At 31 March 2008	<u>2,017,122</u>	<u>1,214,925</u>	<u>3,232,047</u>
FOREIGN EXCHANGE ADJUSTMENTS			
At 1 April 2007	18,209	80,040	98,249
Rate of exchange adjustments in year	<u>(349,010)</u>	<u>(76,956)</u>	<u>(425,966)</u>
At 31 March 2008	<u>(330,801)</u>	<u>3,084</u>	<u>(327,717)</u>
LOANS			
At 1 April 2007	3,461,617	-	3,461,617
Advanced in year	681,285	-	681,285
Revaluation in year	<u>720,369</u>	<u>-</u>	<u>720,369</u>
At 31 March 2008	<u>4,863,271</u>	<u>-</u>	<u>4,863,271</u>
NET BOOK VALUE			
At 31 March 2008	<u>7,211,194</u>	<u>1,211,841</u>	<u>8,423,035</u>
At 31 March 2007	<u>5,460,530</u>	<u>1,134,145</u>	<u>6,594,675</u>

C&C HITECH HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2008

4. INVESTMENTS *(continued)*

The investments are listed on the Tel Aviv Stock Exchange.

Participating interests

The company owns 50% of the issued share capital of AMST Holdings GmbH, a company registered in Austria.

	2008 £	2007 £
Aggregate capital and reserves		
AMST Holdings GmbH	2,363,525	1,554,615
Profit and (loss) for the year		
AMST Holdings GmbH	61,778	220,657

The figures shown for AMST Holdings GmbH are taken from their accounts drawn up to 31 December 2007. The loan due to C&C Hitech Holdings Limited from AMST has been presented in the accounts of AMST as part of equity.

5. DEBTORS

	2008 £	2007 £
Other debtors	<u>3,992</u>	<u>3,798</u>

6. CREDITORS: Amounts falling due within one year

	2008 £	2007 £
Other creditors	<u>7,079</u>	<u>5,850</u>

7. CREDITORS: Amounts falling due after more than one year

	2008 £	2007 £
Amounts owed to group undertakings	<u>8,115,439</u>	<u>6,667,618</u>

C&C HITECH HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2008

8. RELATED PARTY TRANSACTIONS

During the year under review, C&C Hitech Holdings Limited charged interest of £341 (2007 - nil) on a loan to AMST-Systemtechnik GmbH. AMST-Systemtechnik is a wholly owned subsidiary of AMST Holdings GmbH, a company in which C&C Hitech Holdings own 50% of the issued share capital.

During the year under review, C&C Hitech Holdings Limited charged interest of nil (2007 - £8,378) on a loan to Soil Net Limited, a company of which they own 15% of the issued share capital. During the prior period, C&C Hitech Holdings Limited wrote off its loan to Soil Net Limited.

In the opinion of the directors there is no one controlling party.

The company has taken advantage of the exemption from reporting related party transactions between C&C Hitech Holdings Limited and other members of the C&C Alpha group of companies, conferred by Financial Reporting Standard No. 8, on the grounds that the company is a wholly owned subsidiary and the parent undertaking prepares consolidated financial statements which include the company.

9. SHARE CAPITAL

Authorised share capital:

	2008 £	2007 £
1,000,000 Ordinary shares of £1 each	<u>1,000,000</u>	<u>1,000,000</u>

Allotted, called up and fully paid:

	2008 No	£	2007 No	£
Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

10. PROFIT AND LOSS ACCOUNT

	Year to 31 Mar 08 £	Period from 1 Jan 06 to 31 Mar 07 £
Balance brought forward	(42,962)	18,665
Loss for the financial year	(11,014)	(61,627)
Foreign currency retranslation	363,816	-
Balance carried forward	<u>309,840</u>	<u>(42,962)</u>

C&C HITECH HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2008

11. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2008 £	2007 £
Loss for the financial year	(11,014)	(61,627)
Amortisation of issue expenses on non-equity shares	363,816	—
Net addition/(reduction) to shareholders' (deficit)/funds	352,802	(61,627)
Opening shareholders' (deficit)/funds	(41,962)	19,665
Closing shareholders' funds/(deficit)	<u>310,840</u>	<u>(41,962)</u>

12. POST BALANCE SHEET EVENTS

The company sold its passive investment in Azimuth Technologies Limited, a company registered on the Israeli stock exchange, during August 2008.

13. ULTIMATE PARENT COMPANY

The company's ultimate parent undertaking at the balance sheet date is Harberry Investments Limited, a company incorporated in the British Virgin Islands.

At the balance sheet date, the parent undertaking of the largest group for which group accounts including C&C Hitech Holdings Limited are drawn up is C&C Alpha Group Limited, a company registered in England and Wales. Copies of the consolidated accounts are available from Companies House or from the registered office:

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