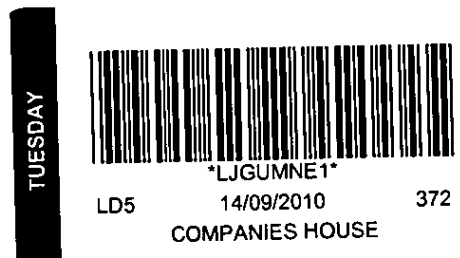


COMPANY REGISTRATION NUMBER 4687976

C&C HITECH HOLDINGS LIMITED
FINANCIAL STATEMENTS
31 MARCH 2010



SLAVEN JEFFCOTE LLP
Chartered Certified Accountants & Statutory Auditor
1 Lumley Street
Mayfair
London
W1K 6TT

C&C HITECH HOLDINGS LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2010

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C&C HITECH HOLDINGS LIMITED
OFFICERS AND PROFESSIONAL ADVISERS

The board of directors	B Choudhrie C P Thomas
Company secretary	Pudaruth Satyabhama
Registered office	1 Vincent Square London SW1P 2PN
Auditor	Slaven Jeffcote LLP Chartered Certified Accountants & Statutory Auditor 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 2010

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 March 2010

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

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing 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 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). 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 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 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 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)*

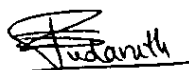
YEAR ENDED 31 MARCH 2010

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

Registered office
1 Vincent Square
London
SW1P 2PN

Signed by order of the directors



PUDARUTH SATYABHAMA
Company Secretary

Approved by the directors on 26/08/2010

C&C HITECH HOLDINGS LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
C&C HITECH HOLDINGS LIMITED
YEAR ENDED 31 MARCH 2010

We have audited the financial statements of C&C Hitech Holdings Limited for the year ended 31 March 2010. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by directors, and the overall presentation of 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 2010

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

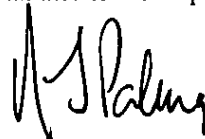
OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us 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



N J PALING (Senior Statutory Auditor)
For and on behalf of
SLAVEN JEFFCOTE LLP
Chartered Certified Accountants
& Statutory Auditor

1 Lumley Street
Mayfair
London
W1K 6TT

21/8/10

C&C HITECH HOLDINGS LIMITED
PROFIT AND LOSS ACCOUNT
YEAR ENDED 31 MARCH 2010

	Note	2010 £	2009 £
TURNOVER		—	—
Administrative expenses		<u>6,457</u>	<u>(426,261)</u>
OPERATING (LOSS)/PROFIT	3	(6,457)	426,261
Interest receivable and similar income		31,951	190,044
Amounts written off investments	4	—	<u>(581,395)</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>25,494</u>	<u>34,910</u>
Tax on profit on ordinary activities	5	—	—
PROFIT FOR THE FINANCIAL YEAR		<u>25,494</u>	<u>34,910</u>

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the
year as set out above

The notes on pages 9 to 15 form part of these financial statements

C&C HITECH HOLDINGS LIMITED

BALANCE SHEET

31 MARCH 2010

	Note	2010 £	2009 £
FIXED ASSETS			
Investments	6	<u>8,449,233</u>	<u>8,574,233</u>
CURRENT ASSETS			
Debtors	7	5,569	5,750
Cash at bank		<u>4,465</u>	<u>3,545</u>
		10,034	9,295
CREDITORS: Amounts falling due within one year	8	<u>2,753</u>	<u>3,748</u>
NET CURRENT ASSETS		<u>7,281</u>	<u>5,547</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>8,456,514</u>	<u>8,579,780</u>
CREDITORS: Amounts falling due after more than one year	9	<u>8,085,270</u>	<u>8,234,030</u>
		<u>371,244</u>	<u>345,750</u>
CAPITAL AND RESERVES			
Called-up equity share capital	11	1,000	1,000
Profit and loss account	12	<u>370,244</u>	<u>344,750</u>
SHAREHOLDERS' FUNDS	13	<u>371,244</u>	<u>345,750</u>

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

These financial statements were approved by the directors and authorised for issue on 26/03/2010, and are signed on their behalf by


B CHOUDHRIE

The notes on pages 9 to 15 form part of these financial statements

C&C HITECH HOLDINGS LIMITED

CASH FLOW STATEMENT

YEAR ENDED 31 MARCH 2010

	Note	2010 £	2009 £
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	14	284,693	(876,742)
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	14	31,951	190,044
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT	14	(166,964)	945,765
ACQUISITIONS AND DISPOSALS	14	—	(380,444)
CASH INFLOW/(OUTFLOW) BEFORE FINANCING		149,680	(121,377)
FINANCING	14	(148,760)	118,591
INCREASE/(DECREASE) IN CASH	14	<u>920</u>	<u>(2,786)</u>

The notes on pages 9 to 15 form part of these financial statements

C&C HITECH HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2010

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

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. GOING CONCERN

The directors believe that the Company is a going concern which is dependent upon the long term success of its investments and despite the negative results of AMST, the Company's highest value investment, the directors are confident that ultimately AMST will be successful and have prepared the financial statements on a going concern basis. However, AMST's future success is dependent upon the fulfillment of a major Austrian contract and although this is a government client contract it is still uncertain especially as the government client failed to meet its first payment of the contract during the year. The directors of AMST have therefore taken counteractive measures to ensure that should the contract be unsuccessful, AMST will still be a going concern. C&C Hitech is therefore still dependent upon the continuing financial support of its shareholder, C&C Alpha Group Limited and other companies within the C&C Alpha Group.

C&C HITECH HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2010

3. OPERATING (LOSS)/PROFIT

Operating (loss)/profit is stated after charging/(crediting)

	2010 £	2009 £
Directors' remuneration	—	—
Profit on disposal of fixed assets	—	(519,996)
Net loss on foreign currency translation	3,200	74,616
Auditor's remuneration	<u>2,500</u>	<u>2,500</u>
	2010 £	2009 £
Auditor's remuneration - audit of the financial statements	<u>2,500</u>	<u>2,500</u>

4. AMOUNTS WRITTEN OFF INVESTMENTS

	2010 £	2009 £
Amount written off investments	<u>—</u>	<u>581,395</u>

5. TAXATION ON ORDINARY ACTIVITIES

Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 28% (2009 - 28%)

	2010 £	2009 £
Profit on ordinary activities before taxation	<u>25,494</u>	<u>34,910</u>
Profit on ordinary activities by rate of tax	7,138	9,775
Expenses not deductible for tax purposes	(280)	—
Tax chargeable at lower rates	<u>(6,858)</u>	<u>(9,775)</u>
Total current tax	<u>—</u>	<u>—</u>

C&C HITECH HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2010

6. INVESTMENTS

	Shares in participating interest £	Quoted and unquoted shares £	Total £
COST			
At 1 April 2009	2,397,567	632,194	3,029,761
Disposals	-	(100)	(100)
At 31 March 2010	<u>2,397,567</u>	<u>632,094</u>	<u>3,029,661</u>
AMOUNTS WRITTEN OFF			
At 1 April 2009	(330,801)	594,578	263,777
Written off in year	100,780	-	100,780
Written off in prior years written back	-	(24,906)	(24,906)
At 31 March 2010	<u>(230,021)</u>	<u>569,672</u>	<u>339,651</u>
LOANS			
At 1 April 2009	5,808,249	-	5,808,249
Advanced in year	167,064	-	167,064
Write-down in year	(216,090)	-	(216,090)
At 31 March 2010	<u>5,759,223</u>	<u>-</u>	<u>5,759,223</u>
NET BOOK VALUE			
At 31 March 2010	<u>8,386,811</u>	<u>62,422</u>	<u>8,449,233</u>
At 31 March 2009	<u>8,536,617</u>	<u>37,616</u>	<u>8,574,233</u>

C&C HITECH HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2010

6. 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

	2010 £	2009 £
Aggregate capital and reserves		
AMST Holdings GmbH	2,701,427	2,875,764
Profit and (loss) for the year		
AMST Holdings GmbH	(21,514)	58,401

The figures shown for AMST Holdings GmbH are taken from their accounts drawn up to 31 December 2009. They are denominated in Sterling, having been converted from Euros at 1.0272 (2009 at 1.2636)

The loan to AMST has been made on a long term basis and part of the loan due to C&C Hitech Holdings Limited from AMST has been presented in the accounts of AMST as equity

The directors have considered the carrying value of the AMST investment and do not believe that any impairment provision is necessary on the basis laid out in the going concern paragraph, Note 2 of the Notes to the Financial Statements

7. DEBTORS

	2010 £	2009 £
Other debtors	<u>5,569</u>	<u>5,750</u>

8. CREDITORS: Amounts falling due within one year

	2010 £	2009 £
Trade creditors	253	248
Other creditors	<u>2,500</u>	<u>3,500</u>
	<u>2,753</u>	<u>3,748</u>

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

	2010 £	2009 £
Amounts owed to group undertakings	<u>8,085,270</u>	<u>8,234,030</u>

C&C HITECH HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2010

10. RELATED PARTY TRANSACTIONS

During the year under review, C&C Hitech Holdings Limited charged interest of £31,685 (£157,108-2009) 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.

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.

11. SHARE CAPITAL

Authorised share capital:

	2010 £	2009 £
1,000,000 Ordinary shares of £1 each	<u>1,000,000</u>	<u>1,000,000</u>

Allotted, called up and fully paid:

	2010 No	£	2009 No	£
Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

12. PROFIT AND LOSS ACCOUNT

	2010 £	2009 £
Balance brought forward	344,750	309,840
Profit for the financial year	<u>25,494</u>	<u>34,910</u>
Balance carried forward	<u>370,244</u>	<u>344,750</u>

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2010 £	2009 £
Profit for the financial year	25,494	34,910
Opening shareholders' funds	<u>345,750</u>	<u>310,840</u>
Closing shareholders' funds	<u>371,244</u>	<u>345,750</u>

C&C HITECH HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2010

14. NOTES TO THE CASH FLOW STATEMENT

**RECONCILIATION OF OPERATING (LOSS)/PROFIT TO NET CASH OUTFLOW
FROM OPERATING ACTIVITIES**

	2010 £	2009 £
Operating (loss)/profit	(6,457)	426,261
Profit on disposal of fixed assets	–	(519,996)
Decrease/(increase) in debtors	181	(1,758)
Decrease in creditors	(995)	(3,331)
Other adjustments to reconciliation of operating profit to net cash in/outflow to operating activities 1	<u>291,964</u>	<u>(777,918)</u>
Net cash inflow/(outflow) from operating activities	<u>284,693</u>	<u>(876,742)</u>

RETURNS ON INVESTMENTS AND SERVICING OF FINANCE

	2010 £	2009 £
Interest received	<u>31,951</u>	<u>190,044</u>
Net cash inflow from returns on investments and servicing of finance	<u>31,951</u>	<u>190,044</u>

CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT

	2010 £	2009 £
Receipts from sale of fixed assets	–	519,996
Disposal of fixed asset investments	100	582,731
Loans to participating interests	<u>(167,064)</u>	<u>(156,962)</u>
Net cash (outflow)/inflow for capital expenditure and financial investment	<u>(166,964)</u>	<u>945,765</u>

ACQUISITIONS AND DISPOSALS

	2010 £	2009 £
Acquire investments in participating interests	–	(380,444)
Net cash outflow from acquisitions and disposals	<u>–</u>	<u>(380,444)</u>

FINANCING

	2010 £	2009 £
Repayment of long-term amounts owed to group undertakings	<u>(148,760)</u>	<u>118,591</u>
Net cash (outflow)/inflow from financing	<u>(148,760)</u>	<u>118,591</u>

C&C HITECH HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2010

14. NOTES TO THE CASH FLOW STATEMENT *(continued)*

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	2010		2009
	£	£	£
Increase/(decrease) in cash in the period	920		(2,786)
Net cash outflow from/(inflow) from long-term amounts owed to group undertakings	<u>148,760</u>		<u>(118,591)</u>
		<u>149,680</u>	<u>(121,377)</u>
Change in net debt		149,680	(121,377)
Net debt at 1 April 2009		<u>(8,230,485)</u>	<u>(8,109,108)</u>
Net debt at 31 March 2010		<u>(8,080,805)</u>	<u>(8,230,485)</u>

ANALYSIS OF CHANGES IN NET DEBT

	At 1 Apr 2009	Cash flows	At 31 Mar 2010
	£	£	£
Net cash			
Cash in hand and at bank	<u>3,545</u>	<u>920</u>	<u>4,465</u>
Debt			
Debt due after 1 year	<u>(8,234,030)</u>	<u>148,760</u>	<u>(8,085,270)</u>
Net debt	<u>(8,230,485)</u>	<u>149,680</u>	<u>(8,080,805)</u>

15. 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

1 Vincent Square
London
SW1P 2PN