

REGISTRAR OF COMPANIES

SCT (HOLDINGS) LIMITED

Report and Financial Statements

30 April 2002

**Deloitte & Touche
Cardiff**



REPORT AND FINANCIAL STATEMENTS 2002

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

M E Sanders
J R Hughes
D G Sanders
A A Williams
T Sugiura
J F Holmes
K Kandhola
A Williams (appointed 1 July 2002)

SECRETARY

A Williams

REGISTERED OFFICE

SCT House
Charnwood Court
Heol Billingsley
Parc Nantgarw
Nantgarw
Cardiff
CF15 7QZ

BANKERS

Bank of Scotland Plc

SOLICITORS

Morgan Cole

AUDITORS

Deloitte & Touche
Chartered Accountants
Cardiff

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 30 April 2002.

ACTIVITIES

The principal activity of the company is the holding company of SCT (UK) Limited.

REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

The directors are satisfied with the result for the year and are satisfied with the year-end financial position and future prospects.

DIVIDENDS

A dividend of £57,269 (2001:- £69,290) was proposed during the year.

DIRECTORS AND THEIR INTERESTS

The present membership of the Board is set out on page 1. All directors served throughout the year unless stated otherwise.

The directors of the company and their interests in the company's shares at 30 April 2002 and 30 April 2001 were:

	Ordinary shares of £1 each 30 April 2002 No.	Ordinary shares of £1 each 30 April 2001 No.
M E Sanders	25,000	25,000
J R Hughes	15,000	15,000
D G Sanders	15,000	15,000
P Mort (resigned 1 July 2002)	15,000	15,000
N M Rowe (resigned 1 July 2002)	-	-
A A Williams	-	-
T Sugiura	-	-
J F Holmes	-	-
K Kandhola	-	-
A Williams (appointed 1 July 2002)	-	-

AUDITORS

Deloitte & Touche have expressed their willingness to continue in office as auditors. A resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

This report has been prepared in accordance with the special provisions relating to small companies under S246 Companies Act 1985.

Approved by the Board of Directors
and signed on behalf of the Board

A Williams 

Secretary

28 February 2003

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year 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; and
- 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 enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
SCT (HOLDINGS) LIMITED**

We have audited the financial statements of SCT (Holdings) Limited for the year ended 30 April 2002 which comprise the profit and loss account, the balance sheet, and the related notes 1 to 13. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors' 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.

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

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 if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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.

Opinion

In our opinion, the financial statements give a true and fair view of the state of the company's affairs as at 30 April 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche

Deloitte & Touche
Chartered Accountants and Registered Auditors
Cardiff
28 February 2003

PROFIT AND LOSS ACCOUNT
Year ended 30 April 2002

	Note	30 April 2002 £	30 April 2001 £
Administrative expenses		-	65,340
OPERATING PROFIT: continuing operations		-	65,340
Investment income		320,000	-
Interest payable and similar charges		(12,307)	(14,675)
Income from fixed asset investment		-	19,500
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	307,693	70,165
Tax on profit on ordinary activities	3	-	-
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		307,693	
Dividends	4	(57,269)	(69,290)
RETAINED PROFIT FOR THE FINANCIAL YEAR		<u>250,424</u>	<u>875</u>

There are no recognised gains and losses for the current or prior financial year other than as stated above.

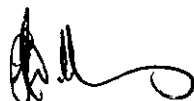
BALANCE SHEET
30 April 2002

	Note	2002 £	2001 £
FIXED ASSETS			
Investments	5	1,952,025	1,952,025
CURRENT ASSETS			
Cash at bank and in hand		700	700
CREDITORS: amounts falling due within one year	6	(221,232)	(247,191)
NET CURRENT LIABILITIES		(220,532)	(246,491)
TOTAL ASSETS LESS CURRENT LIABILITIES		1,731,493	1,705,534
CREDITORS: amounts falling due after more than one year	7	(529,577)	(504,042)
NET ASSETS		1,201,916	1,201,492
CAPITAL AND RESERVES			
Called up share capital	8	916,000	1,166,000
Capital redemption reserve	9	250,000	-
Share premium	9	34,000	34,000
Profit and loss account	9	1,916	1,492
TOTAL SHAREHOLDERS' FUNDS	10	1,201,916	1,201,492
SHAREHOLDERS' FUNDS ARE ATTRIBUTABLE TO			
Equity shareholders' funds		385,916	135,492
Non-equity shareholders' funds		816,000	1,066,000

The financial statements have been prepared in accordance with the special provisions relating to small companies under S246 Companies Act 1985.

These financial statements were approved by the Board of Directors on 28 February 2003

Signed on behalf of the Board of Directors



A Williams

Director

NOTES TO THE ACCOUNTS
Year ended 30 April 2002

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Cash flow statement

The company qualifies as a small company under the terms of Section 247 of the Companies Act 1985. As a consequence, it is exempt from the requirement to produce a cash flow statement.

Deferred taxation

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on the current tax rates and law. Timing differences arise from the inclusion of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

2. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	2002 £	2001 £
Profit on ordinary activities before taxation is stated after charging		
Write back of provision for impairment	-	(65,340)
	<u> </u>	<u> </u>

3. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2002 £	2001 £
UK corporation tax	-	-
	<u> </u>	<u> </u>

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 30%. The actual tax charge for the current and previous year exceeds the standard rate for the reasons set out in the following reconciliation.

	2002 £	2001 £
Profit on ordinary activities before tax	307,693	70,032
Tax at 30% thereon	(92,308)	(21,010)
Effects of:		
Non-taxable group income	96,000	25,412
Surrendered as group relief	(3,692)	(4,402)
	<u> </u>	<u> </u>
Total current tax	-	-
	<u> </u>	<u> </u>

4. DIVIDENDS

	2002 £	2001 £
6.5% cumulative preference dividend on non-equity shares	57,269	69,290
	<u> </u>	<u> </u>

NOTES TO THE ACCOUNTS
Year ended 30 April 2002

5. INVESTMENTS HELD AS FIXED ASSETS

	Investments £
Cost	
At 1 May 2001 and 30 April 2002	1,952,025
Provisions	
At 1 May 2001 and 30 April 2002	-
Net book value	
At 30 April 2002	1,952,025
At 30 April 2001	1,952,025

The investment represents the purchase of 100% of the share capital of SCT (UK) Limited.

For the year ended 30 April 2002, SCT (UK) Limited retained a loss of £195,564 (2001 - £529,638 profit) and at 30 April 2002 had net assets of £1,035,675 (2001- £1,231,239)

6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2002 £	2001 £
Loan stock	199,290	210,000
Preference dividend	21,940	34,360
Accruals and deferred income	2	2,831
	<u>221,232</u>	<u>247,191</u>

The loan stock is unsecured and interest is accrued at 6% per annum.

£199,290 loan stock is repayable upon written notice of not less than 90 days from the stockholder, M E Sanders, a director of the company. If no notice is served, the stock will be repaid at par together with accrued interest on 26 May 2009.

7. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2002 £	2001 £
Amounts owed to subsidiary undertaking	<u>529,577</u>	<u>504,042</u>

NOTES TO THE ACCOUNTS
Year ended 30 April 2002

8. CALLED UP SHARE CAPITAL

	2002 £	2001 £
Authorised		
Ordinary shares of £1 each	100,000	100,000
6.5% cumulative preference shares of £1 each	1,066,000	1,066,000
	<u>1,166,000</u>	<u>1,166,000</u>
Allotted and fully paid		
Ordinary shares of £1 each	100,000	100,000
6.5% cumulative preference shares of £1 each	816,000	1,066,000
	<u>916,000</u>	<u>1,166,000</u>

250,000 £1 preference shares were redeemed at par during the year.

The 6.5% cumulative preference shares of £1 each entitle the holder to receive a cumulative preference dividend at the rate of 6.5% on the paid up capital. The preference shares do not entitle the holders to any further rights or other participation in the profits or assets of SCT (Holdings) Limited nor do they carry any voting rights.

9. RESERVES

	Capital redemption reserve £	Share premium account £	Profit and loss account £
At 1 May 2001	-	34,000	1,492
Profit for the year	-	-	307,693
Redemption of preference shares	250,000	-	(250,000)
Dividend	-	-	(57,269)
At 30 April 2002	<u>250,000</u>	<u>34,000</u>	<u>1,916</u>

NOTES TO THE ACCOUNTS

Year ended 30 April 2002

10. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2002 £	2001 £
Opening shareholders' funds	1,201,492	1,200,617
Share capital	(250,000)	-
Profit for the year	250,424	875
Closing shareholders' funds	<u>1,201,916</u>	<u>1,201,492</u>

11. EXEMPTION TO PRODUCE GROUP ACCOUNTS

The company is taking exemption under S248 of the Companies Act 1985 for the non-preparation of group accounts because the company qualifies as a small or medium-sized group and is not an eligible group.

The company has one 100% owned subsidiary, SCT (UK) Limited.

12. RELATED PARTY TRANSACTION

During the year the subsidiary company paid dividends, interest and loan repayments on the company's behalf; the amount paid totalled £345,535 (2001 - £192,705). The balance due to the subsidiary at the year-end was £529,577 (2001 - £504,042).

13. ADDITIONAL INFORMATION ON SUBSIDIARY COMPANIES

Subsidiary	Principal activity
SCT (UK) Limited	Training and Consultancy

The subsidiary is incorporated in Great Britain and is wholly owned.