Company Number: 22169

# **HUNTERS & FRANKAU LIMITED**

Financial Statements 31 December 1998

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### Directors' report for the year ended 31 December 1998

The directors present their report and the financial statements for the year ended 31 December 1998.

#### Review of the business

The company is engaged in importing and selling cigars and allied products.

The directors consider the result for the year, the financial position at the end of the year and the prospects for 1999 to be satisfactory.

#### Results and dividends

The results for the year ended 31 December 1998 are shown in the profit and loss account on page 4. The group profit for the year after taxation was £4,726,608.

An interim dividend of 73.7p per ordinary share was paid in the year. A second interim dividend of 202.675p per ordinary share was paid on 6 April 1999.

The directors recommend that a final dividend of 18.425p per ordinary share be paid for the year.

#### **Directors and their interests**

The directors who served during the year were:

N D J Freeman (Chairman)

W H Carver (Managing Director)

D A J Baxter

J Blanco Lamelas (retired 1 July 1998)

Mrs T Camacho Rodriguez (appointed 14 January 1998)

S G Chase

J H Darnton

P J Hambidge

D G Lewis

P P Medero Paiva (appointed 1 July 1998)

No director had any beneficial interest in the shares of the company at 1 January 1998 or 31 December 1998.

The interests of Mr N D J Freeman and Mr D A J Baxter in the shares of Hunters & Frankau Group Limited are given in the financial statements of that company.

No other directors had any interests in the shares of Hunters & Frankau Group Limited, the ultimate holding company.

# Directors' report for the year ended 31 December 1998

#### 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 group and of the profit or loss of the group for that year. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group 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 the group 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 group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Tangible fixed assets

The movements in tangible fixed assets are set out in note 9 on pages 11 and 12 of the financial statements. Additions to tangible fixed assets during the year comprised normal replacements and additions.

#### The millennium

During the year the directors conducted an extensive review of the year 2000 'millennium bug'. Most existing systems and processes appear to be millennium compliant and a programme is in place to modify the remaining systems and processes. This programme should be completed by 31 August 1999.

#### **Donations**

Donations to charity during the year amounted to £7,500.

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#### Close company status

The close company provisions of the Income and Corporation Taxes Act 1988 apply to the company.

#### **Auditors**

Chantrey Vellacott DFK have indicated their willingness to continue as auditors of the company and a resolution to reappoint them will be proposed at the Annual General Meeting.

Signed on behalf of the Board of Directors

P J HAMBIDGE

Secretary

5th may 1999

# Auditors' report to the members of Hunters & Frankau Limited

We have audited the financial statements on pages 4 to 17 which have been prepared under the historical cost convention and in accordance with the accounting policies set out on pages 8 and 9.

#### Respective responsibilities of directors and auditors

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As described on page 2 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

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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 group'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 presentation of information in the financial statements.

#### Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the group at 31 December 1998 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

CHANTREY VELLACOTT DFK

Chartered Accountants
Registered Auditors

LONDON

Date: 6c May 1999

# Consolidated profit and loss account For the year ended 31 December 1998

	Notes	<b>1998</b> £	1997 £
Turnover	2	26,118,068	28,726,614
Cost of sales		15,416,831	16,785,213
Gross profit		10,701,237	11,941,401
Distribution costs Administrative expenses		1,657,360 2,312,982 3,970,342	1,683,032 2,140,710 3,823,742
Operating profit		6,730,895	8,117,659
Interest receivable		167,605	134,630
Interest payable	3	(2,319)	(2,831)
Profit on ordinary activities before taxation	4	6,896,181	8,249,458
Tax on profit on ordinary activities	7	2,169,573	2,601,356
Profit for the financial year		4,726,608	5,648,102
Dividends	8	4,000,000	4,500,000
Retained profit for the year	16	726,608	1,148,102

The company has no recognised gains and losses other than those included in the profits above, and therefore no separate statement of total recognised gains and losses has been presented. There is no difference between the profits shown above and their historical cost equivalents.

# Consolidated balance sheet as at 31 December 1998

	Notes	<b>1998</b> £	1997 £
Fixed assets			
Tangible assets	9	849,934	972,127
Current assets			
Stocks	11	5,119,045	4,371,116
Debtors	12	6,488,776	6,904,447
Cash at bank and in hand		147,865	17,564
		11,755,686	11,293,127
Creditors: amounts falling			
due within one year	13	7,361,161	7,756,386
Net current assets		4,394,525	3,536,741
Total assets less current liabilities		5,244,459	4,508,868
Provision for liabilities and charge	S		
Deferred taxation	14	(65,484)	(56,501)
		5,178,975	4,452,367
			<del></del>
Capital and reserves	45		<u> </u>
Called up share capital	15	678,001	678,001
Share premium account Profit and loss account	16	1,250	1,250
TORE AND 1055 ACCOUNT	10	4,499,724 ————	3,773,116
Equity shareholders' funds		5,178,975	4,452,367

Approved by the Board of Directors on / 5th

5th may 1999

**NDJ FREEMAN** 

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PJ HAMBIDGE

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# Balance sheet as at 31 December 1998

	Notes	1998	1997
Fixed assets		£	£
Tangible assets	9	430,044	541,269
Investments	10	399,664	399,664
		829,708	940,933
Current assets			<del></del>
Stocks	11	5,119,045	4,371,116
Debtors	12	6,482,694	6,899,491
Cash at bank and in hand		134,474	2,791
		11,736,213	11,273,398
Creditors: amounts falling due within one year	13	7,588,590	7,966,495
Net current assets		4,147,623	3,306,903
Total assets less current liabilities		4,977,331	4,247,836
Provision for liabilities and charges			
Deferred taxation	14	(54,649)	(44,191)
		4,922,682	4,203,645
Capital and reserves			
Called up share capital	15	678,001	678,001
Share premium account		1,250	1,250
Profit and loss account	16	4,243,431	3,524,394
Equity shareholders' funds		4,922,682	4,203,645

Approved by the Board of Directors on

5th many 1999

N D J FREEMAN

**PJHAMBIDGE** 

Directors

# Consolidated cash flow statement for the year ended 31 December 1998

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	Notes	<b>1998</b> £	1997 £
Cash flow from operating activities	22(a)	5,385,765	5,208,803
Returns on investments and servicing of finance	22(b)	165,286	131,799
Taxation		(2,283,343)	(2,046,351)
Capital expenditure and financial investment	22(c)	(106,609)	(227,737)
Equity dividend paid		(3,500,000)	(3,750,000)
(Decrease) in cash in period	22(d)	(338,901)	(683,486)
Financing		-	-
		(338,901)	(683,486)

# Notes to the financial statements For the year ended 31 December 1998

#### 1. Accounting policies

#### (a) Basis of accounting

The financial statements are prepared on the historical cost basis of accounting, and in accordance with applicable accounting standards.

#### (b) Basis of consolidation

The consolidated financial statements include the financial statements of the company and its subsidiary undertakings. The subsidiary undertakings prepare their financial statements to 31 December and are consolidated using the acquisition method of accounting.

#### (c) Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is the purchase cost on a first-in, first-out basis. Net realisable value is the price at which the stock can be realised in the normal course of business. Provision is made for slow moving stocks.

#### (d) Depreciation of tangible fixed assets

Depreciation is provided at the following annual rates, on a straight line basis, so as to write off the cost of tangible fixed assets over their expected useful lives as follows:

Freehold property - 2% Leasehold improvements - 15%

Plant, equipment, fixtures and fittings - 15 - 25% according to category Motor vehicles - 25 - 33% according to category

#### (e) Deferred taxation

Deferred taxation is provided under the liability method in respect of all material timing differences between the profits as computed for taxation purposes and the profits as stated in the financial statements, to the extent that it is probable that a liability or asset will crystallise. The rate of tax used is that which is expected to be applied when the liability or asset is expected to crystallise.

#### (f) Foreign currencies

Assets and liabilities in foreign currencies have been translated into sterling at the rate of exchange ruling at the date of the balance sheet. Gains and losses on exchange on transactions in foreign currencies are dealt with in the profit and loss account.

#### (g) Goodwill

Purchased goodwill arising on the acquisition of a subsidiary represents the difference between the fair value of the consideration given for the company and the aggregate of the fair values of the separable net assets acquired.

Prior to the 31 December 1997 the group eliminated positive purchased goodwill by immediate write off to reserves on acquisition.

## Notes to the financial statements For the year ended 31 December 1998

#### 1. Accounting policies

#### (h) Leases

Rentals under operating leases are charged to the profit and loss account as they fall due.

#### (i) Pension costs

The expected cost of pensions in respect of the group's pension schemes is charged to the profit and loss account so as to spread the cost of pensions over the service lives of employees. Variations from the regular cost are spread over the expected service lives of current employees in the scheme.

#### 2. Turnover

Turnover represents the amount receivable for goods sold during the year and is exclusive of V.A.T. Turnover arose as follows:-

	<b>199</b> 8 £	1997 £
United Kingdom Europe	24,980,695 1,137,373	27,945,784 780,830
	26,118,068	28,726,614

Turnover and profit on ordinary activities before taxation is derived from importing and distributing cigars and allied products.

3.	Interest payable	1998	1997
	Interest on bank overdrafts and loans	£	£
	wholly repayable within 5 years	2,319 ———	2,831 ———
4.	Profit on ordinary activities before taxation	1998 £	1997 £
	Is stated after charging:	2	~
	Depreciation	247,515	245,531
	Directors' emoluments (note 6)	765,657	555,072
	Auditors' remuneration	20,000	19,700
	Property rentals	206,742	176,527
			<del></del>

Fees charged by the group's auditors for other services were £4,650 (1997: £1,613).

and after crediting:

Profit on disposal of tangible fixed assets	18,713	49,874
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# Notes to the financial statements For the year ended 31 December 1998

Under provision in prior year

Transfer to deferred taxation

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5.	Staf	f costs	1998 £	1997 £
	(a)	Staff costs during the year amounted to: Wages and salaries Social security costs Other pension costs	2,073,268 188,939 266,326	1,869,457 157,687 441,509
			2,528,533	2,468,653
	(b)	The average number of employees during the year w	as made up	as follows:
			1998 Number	1997 Number
		Warehousing and distribution Office and management	40 23	38 23
			63 ———	61 ———
6.	Dire	ctors' emoluments	<b>1998</b> £	1997 £
	(a)	Fees and management remuneration	734,857 ————	527,597 
		Contributions to money purchase pension scheme	30,800	27,475
	(b)	Highest paid director:	<b>1998</b> £	1997 £
		Fees and management remuneration	176,000	157,000
		Payments to defined contribution pension scheme	30,800	27,475
	4 oth	ner directors benefited from contributions to the group's	s defined ber	nefit pension scheme.
7.	Tax	on profit on ordinary activities	1998 £	1997 £
		corporation tax based on profit for the year at 31% (1997 : 31.5%)	2,159,628	2,594,880

30

6,446

2,601,356

962

8,983

2,169,573

# Notes to the financial statements For the year ended 31 December 1998

8.	Dividends	1998 £	1997 £
	On the 'A' and 'B' ordinary shares: First interim paid Second interim – payable 6 April 1999 (1997 paid) Third interim Fourth interim Proposed final	1,000,000 2,750,000 - - 250,000	1,000,000 1,000,000 750,000 750,000 1,000,000
		4,000,000	4,500,000

#### 9. Tangible fixed assets

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(a) Group		Short	Plant, equipment,		
	Freehold	leasehold	fixtures &	Motor	
	property im	provements	fittings	vehicles	Total
	£	£	£	£	£
Cost:					
At 1 January 1998	548,434	154,935	653,228	550,579	1,907,176
Additions	-	873	40,106	90,880	131,859
Disposals	-	-	-	(62,991)	(62,991)
At 31 December 1998	548,434	155,808	693,334	578,468	1,976,044
Depreciation:					
At 1 January 1998	117,576	106,457	438,575	272,441	935,049
Provision for year	10,968	12,649	88,338	135,560	247,515
Adjustment for disposals	<u> </u>			(56,454)	(56,454)
At 31 December 1998	128,544	119,106	526,913	351,547	1,126,110
Net book value:					
At 31 December 1998	419,890	36,702	166,421	226,921	849,934
At 31 December 1997	430,858	48,478	214,653	278,138	972,127
		·			

# Notes to the financial statements For the year ended 31 December 1998

# 9. Tangible fixed assets

	(b) <b>Company</b>	Short leasehold improvements £	Plant, equipment, fixtures & fittings	Motor vehicles £	Total £
	Cost:	~	<i>2</i>	~	_
	At 1 January 1998	154,935	562,618	550,579	1,268,132
	Additions	873	40,106	90,880	131,859
	Disposals	-	· -	(62,991)	(62,991)
	At 31 December 1998	155,808	602,724	578,468	1,337,000
	Depreciation:				
	At 1 January 1998	106,457	347,965	272,441	726,863
	Provision for year	12,649	88,338	135,560	236,547
	Adjustment for disposals	-	, <u>-</u>	(56,454)	(56,454)
	At 31 December 1998	119,106	436,303	351,547	906,956
	Net book value:				
	At 31 December 1998	36,702	166,421	226,921	430,044
	At 31 December 1997	48,478	214,653	278,138	541,269
		***************************************			
10.	Investments			£	
	Shares in subsidiary undertakings:				
	Cost: At 1 January 1998 and 31 December	г 1998	4,120,	714	
	Provisions: At 1 January 1998 and 31 December	r 1998	3,721,	050	
	Net book value: At 31 December 1997 and 31 Decem	nber 1998	399,	664	

# Notes to the financial statements For the year ended 31 December 1998

#### 10. Investments

At 31 December 1998 the company's wholly owned subsidiary undertakings were Joseph Samuel & Son Limited, incorporated and operating in Great Britain and Knight Brothers Cigar Shippers Limited, registered in England and dormant.

The company also owns indirectly the entire share capital of the following subsidiaries which are registered in England and are dormant:

Morris & Morris Limited
Melbourne Hart & Co. Limited
Tobacco Torcido Traders Limited
Lancha House Limited
Incentive Marketing Services (UK) Limited
Tropic Tobacco Co Ltd
Melbourne Hart Holdings Ltd
Jacon Financial Services Ltd
C H Downton Ltd
F J Downton Ltd
English Import Co. Ltd

In accordance with S231(6) of the Companies Act 1985, a complete list of the Company's subsidiary undertakings will be attached to the Company's Annual Return made to the Registrar of Companies.

11.	Stocks			1998 £	1997 £
	Stocks consist of goods purchased for	resale		5,119,045	4,371,116
12.	Debtors		Group	С	ompany
		1998	1997	1998	1997
		£	£	£	£
	Amounts receivable within one year:				
	Trade debtors	5,256,162	5,528,946	5,256,162	5,528,946
	Amounts due from fellow subsidiary				
	undertakings	7,438	-	5,906	-
	Other debtors	719,991	305,481	718,392	303,376
	Prepayments and accrued income	505,185	445,020	502,234	442,169
		6,488,776	6,279,447	6,482,694	6,274,491
	Amounts receivable after more than one year:				
	Advance corporation tax recoverable	-	625,000	-	625,000
		6,488,776	6,904,447	6,482,694	6,899,491

# Notes to the financial statements For the year ended 31 December 1998

### 13. Creditors: amounts falling due within one year

	Group		С	Company	
	1998	1997	1998	1997	
	£	£	£	£	
Bank loans and overdrafts	784,703	315,501	784,703	315,501	
Amount owed to subsidiary undertaking	-	-	236,289	219,527	
Trade creditors	670,162	1,429,374	668,982	1,428,058	
Corporation tax	1,784,627	2,532,380	1,780,524	2,529,326	
Other taxes and social					
security costs	468,641	344,729	467,654	342,471	
Interim dividends	2,750,000	1,500,000	2,750,000	1,500,000	
Proposed final dividend	250,000	1,000,000	250,000	1,000,000	
Other creditors					
Accruals	653,028	634,402	650,438	631,612	
	7,361,161	7,756,386	7,588,590	7,966,495	
			<del></del>		

The bank loans and overdrafts secured by a mortgage debenture over the group's assets are as follows:-

14. Deferred taxation  Group 1998 1997 £ £ £ £  Capital allowances Other timing differences  Group 1998 1997 £ £ £ £ £ (72,941) (73,013) (72,941) (73,013)					<b>1998</b> £	1997 £	
1998       1997       1998       1998         £       £       £       £       £         Capital allowances       7,457       16,512       18,292       28,82         Other timing differences       (72,941)       (73,013)       (72,941)       (73,013)		Due within one year			784,703	315,501	
£ £ £ £  Capital allowances 7,457 16,512 18,292 28,82  Other timing differences (72,941) (73,013) (72,941) (73,013)	14.	Deferred taxation	•				
Other timing differences (72,941) (73,013) (72,941) (73,013)							
Deferred tax liability (65,484) (56,501) (54,649) (44,19)		· · · · · · · · · · · · · · · · · · ·	•		•	28,822 (73,013)	
		Deferred tax liability	(65,484)	(56,501)	(54,649)	(44,191)	

The provision for deferred taxation has been calculated based on a corporation tax rate of 30% (1997 : 31%).

# Notes to the financial statements For the year ended 31 December 1998

#### 14. Deferred taxation

The movement during the year is analysed as follows:

		Group		Company	
		1998 £	1997 £	1998 £	1997 £
	Balance at 1 January 1998 Provided in year	(56,501) (8,983)	, ,	(44,191) (10,458)	(33,517) (10,674)
	Balance at 31 December 1998	(65,484) =====	(56,501)	(54,649)	(44,191)
15.	Called up share capital				sed, allotted fully paid 1997 £
	678,000 ordinary 'A' shares of 50p each 678,000 ordinary 'B' shares of 50p each 1 ordinary 'C' share of 50p			339,000 339,000 1	339,000 339,000 1
				678,001 	678,001
16.	Profit and loss account		Group		ompany
		<b>1998</b> £	1997 £	<b>1998</b> £	1997 £
	Retained profit at 1 January 1998 Retained profit for the year	3,773,116 726,608	2,625,014 1,148,102	3,524,394 719,037	2,382,745 1,141,649
	Retained profit at 31 December 1998	4,499,724	3,773,116	4,243,431	3,524,394
	The cumulative amount of positive and	dwill writton	off to profit o	nd loss sos	unt in prior

The cumulative amount of positive goodwill written off to profit and loss account in prior years is £776,200.

17.	Reconciliation of movements in	C	Group		Company	
	shareholders' funds	1998	1997	1998	1997	
		£	£	£	£	
	Profit for the financial year	4,726,608	5,648,102	4,719,037	5,641,649	
	Dividends	(4,000,000)	(4,500,000)	(4,000,000)	(4,500,000)	
	Net addition to shareholders' funds	726,608	1,148,102	719,037	1,141,649	
	Opening shareholders' funds	4,452,367	3,304,265	4,203,645	3,061,996	
	Closing shareholders' funds	5,178,975	4,452,367	4,922,682	4,203,645	
					···	

## Notes to the financial statements For the year ended 31 December 1998

18.	Lease commitments	Group		Company	
	Annual property rentals payable under	1 <b>998</b> £	1997 £	1998 £	1997 £
	leases which expire:				
	Within one year	12,083	29,000	12,083	29,000
	After five years	124,000	130,500	124,000	130,500
		136,083	159,500	136,083	159,500

#### 19. Pension commitments

The group operates a pension scheme providing benefits based on final pensionable salary. The assets of the scheme are held separately from those of the company being invested with a major U.K. insurance group. The contributions are determined by a qualified actuary on the basis of triennial valuations using the "projected unit" method. The most recent valuation was as at 31 December 1997. The assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investments and the rate of increase in salaries and pensions. It was assumed the yield on the fund would exceed the rate of increase in pensionable salaries by 2% per annum. This is consistent with assumptions usually used for longer term funding.

The most recent actuarial valuation showed that the market value of the scheme's assets was £7,082,070 and that the actuarial value of those assets represented 100 per cent of the benefits that had accrued to members.

At 31 December 1998, the group has prepaid a contribution of £243,138 (1997: £235,526) to the scheme.

The total pension charge, including defined contribution payments was £266,326 (1997 - £441,509).

#### 20. Profit and loss account - Hunters and Frankau Limited

As permitted by Section 230 of the Companies Act 1985, a separate profit and loss account for Hunters & Frankau Limited is not presented.

#### 21. Parent company

The ultimate parent company is Hunters & Frankau Group Limited, which is registered in England.

# Notes to the financial statements For the year ended 31 December 1998

#### 22. Notes to the cash flow statement

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(a)	Reconciliation of operating p inflow from operating activity		1998 £	1997 £
	Operating profit		6,730,895	8,117,659
	Depreciation charges		247,515	245,531
	Profit on sale of fixed assets		(18,713)	(49,874)
	(Increase) in stocks		(747,929)	(2,128,742)
	(Increase) in debtors		(209,329)	(1,116,919)
	(Decrease)/increase in creditors	5	(616,674)	141,148
	Net cash inflow from operating	activities	5,385,765	5,208,803
	<b>3</b>			
(b)	Returns on investments and	servicing of finance	1998 £	1997 £
	Interest received Interest paid		167,605 (2,319)	134,630 (2,831)
	Net cash flow for returns on inv	vestments and		
	servicing of finance		165,286	131,799
(c)	Capital expenditure and final	ncial investment	<del></del>	<del></del>
	Sale of tangible fixed assets		25,250	93,251
	Purchase of tangible fixed asse	ets	(131,859)	(320,988)
	Net cash flow for capital expen			
	financial investment		(106,609) ======	(227,737)
(d)	Analysis of net debt	At 1 January 1998 £	Cash flow £	At 31 December 1998 £
	Cash at bank and in hand Overdrafts	17,564 (315,501)	130,301 (469,202)	147,865 (784,703)
		(297,937)	(338,901)	(636,838)