Financial statements 31 December 1996



# Directors' Report for the year ended 31 December 1996

The directors present their report and the financial statements for the year ended 31st December 1996.

#### Review of the business

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

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

The prospects for 1997 largely depend on the volume of shipments from Cuba. With adequate shipments the directors anticipate a satisfactory result for 1997.

#### Results and dividends

The results for the year ended 31st December 1996 are shown in the profit and loss account on page 4. The group profit for the year after taxation was £3,355,295.

An interim dividend of 73.7p per ordinary share was paid in the year. A further interim dividend of 53.3p per ordinary share was paid on 21 April 1997.

The directors recommend that a final dividend of 73.7p 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)
- S.A. Morera Gonzalez (Joint Managing Director) (resigned 31 December 1996)
- J.G. Simonds (Joint Managing Director) (resigned 31 March 1997)
- S.G. Chase
- J.H. Darnton
- P.J. Hambidge
- D.G. Lewis
- D.A.J. Baxter
- E. Mendez Perez (resigned 7th May 1996)
- J Blanco Lamelas (appointed 14 May 1996)

Mr. W.H. Carver was appointed a director on 1 May 1997.

No director had any beneficial interest in the shares of the company at 1st January 1996 or 31st December 1996.

### Directors' Report for the year ended 31 December 1996

#### 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 then 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 company 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 page 12 of the financial statements. Additions to tangible fixed assets during the year comprised normal replacements and additions.

#### **Donations**

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

#### Close company status

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

#### **Auditors**

Chantrey Vellacott 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

RIL

Secretary

13 May 1997

# 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

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

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 31st December 1996 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

136 May 1997

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Chartered Accountants Registered Auditor

# Consolidated profit and loss account For the year ended 31 December 1996

		<b>1996</b> £	1995 £
Turnover	2	22,505,200	20,599,254
Cost of sales		14,281,066	13,518,566
Gross profit		8,224,134	7,080,688
Distribution costs Administrative expenses		1,168,073 2,104,550	1,030,092 1,958,451
		3,272,623	2,988,543
Operating profit		4,951,511	4,092,145
Profit on sale of surplus leasehold property		-	259,461
Interest receivable		128,549	98,133
Interest payable	3	(53,926)	(144,139)
Profit on ordinary activities before taxation	4	5,026,134	4,305,600
Tax on profit on ordinary activities	7	1,670,839	1,348,736
Profit for the financial year		3,355,295	2,956,864
Dividends	8	2,750,000	2,500,000
Retained profit for the year	17	605,295	456,864

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.

The notes on pages 8 to 17 form part of these financial statements.

#### Consolidated balance sheet As at 31 December 1996

	Notes	1996	1995
		£	£
Fixed assets			
Tangible assets	9	940,047	889,186
Current assets			
Stocks	11	2,242,374	1,773,301
Debtors	12	5,600,028	5,559,670
Cash at bank and in hand		385,549	61,324
		8,227,951	7,394,295
Creditors: amounts falling			
due within one year	13	5,813,678	4,989,796
Net current assets		2,414,273	2,404,499
Total assets less current liabilities		3,354,320	3,293,685
Creditors: amounts falling due			
after more than one year	14	-	(550,000)
Provision for liabilities and charges			
Deferred taxation	15	(50,055)	(44,715)
		3,304,265	2,698,970
			<del></del>
Capital and reserves			
Called up share capital	16	678,001	678,001
Share premium account		1,250	1,250
Profit and loss account	17	2,625,014	2,019,719
Equity shareholders' funds		3,304,265	2,698,970
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Approved by the Board of Directors of	on 13 May 1997		

N.D.J. FREEMAN

P.J. HAMBIDGE

The notes on pages 8 to 17 form part of these financial statements.

### Balance sheet as at 31 December 1996

	Notes	1996 £	1995 £
Fixed assets			
Tangible assets	9	498,221	436,217
Investments	10	399,664	3,399,664
		897,885	3,835,881
Current assets			
Stocks	11	2,242,374	1,773,301
Debtors	12	5,594,153	5,095,560
Cash at bank and in hand		383,240	61,205
		8,219,767	6,930,066
Creditors: amounts falling due within one year	13	6,022,139	7,727,338
Net current assets/(liabilities)		2,197,628	(797,272)
Total assets less current liabilities		3,095,513	3,038,609
Creditors: amounts falling due	•		
after more than one year	14	-	(550,000)
Provision for liabilities and charges			
Deferred taxation	15	(33,517)	(32,989)
		3,061,996	2,455,620
			<del></del>
Capital and reserves			
Called up share capital	16	678,001	678,001
Share premium account		1,250	1,250
Profit and loss account	17	2,382,745	1,776,369
Equity shareholders' funds		3,061,996	2,455,620
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Approved by the Board of Directors on 13 May 1997

N.D.J. FREEMAN

P.J. HAMBIDGE

) Directors

The notes on pages 8 to 17 form part of these financial statements.

# Consolidated cash flow statement For the year ended 31 December 1996

	1996 £	1995 £
Net cash inflow from	~	<i></i>
operating activities (note 22)	5,578,014	3,418,741
Returns on investments and		
servicing of finance	100 540	00.100
Interest received	128,549 (53,926)	98,133 (144,139)
Interest paid Dividend paid	(3,000,000)	(1,100,000)
Net cash outflow from returns on investments	<del>*************************************</del>	
and servicing of finance	(2,925,377)	(1,146,006)
Taxation		
Corporation tax paid	(1,529,560)	(1,061,956)
Investing activities		
Purchase of tangible fixed assets	(301,980)	(297,282)
Sale of tangible fixed assets	55,870	877,424
Net cash inflow/(outflow) from		
investing activities	(246,110)	580,142
Net cash inflow before financing	876,967	1,790,921
Financing		
Loans repaid	(550,000)	(1,011,503)
Net cash (outflow)/inflow from		
financing activities	(550,000)	(1,011,503)
Increase in cash and cash equivalents (note 22)	326,967	779,418
•		

The notes to the consolidated cash flow statement are on page 16 and 17.

### Notes to the financial statements For the year ended 31 December 1996

#### 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 31st 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%
Long leasehold 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.

The group eliminates positive purchased goodwill by immediate write off to reserves on acquisition.

#### h) Leases

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

### Notes to the financial statements For the year ended 31 December 1996

#### 1. Accounting policies

#### 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:-

	1996	1995
United Kingdom	± 22,218,974	£ 20,235,797
Europe	286,226	363,457
	22,505,200	20,599,254

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

3.	Interest payable	1996	1995
		£	£
	Interest on bank overdrafts and loans		
	wholly repayable within 5 years	53,926	144,139
		<del>-2.1.</del>	***************************************
4.	Profit on ordinary activities before taxation	1996	1995
		£	£
	Is stated after charging:		
	Depreciation	229,289	200,320
	Directors' emoluments (note 6)	634,436	587,739
	Auditors' remuneration	18,700	19,700
	Property rentals	179,500	180,103

Fees charged by the group's auditors for other services were £4,825 (1995: £5,300).

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Profit on disposal of tangible fixed assets	34,040	7,904
(Other than surplus leasehold property)		

5.	Staf	f costs	1996 £	1995
	a)	Staff costs during the year amounted to: Wages and salaries Social security costs Other pension costs	1,714,189 156,899 250,868 	£ 1,587,778 149,019 226,886 1,963,683
	b)	The average number of employees during the year was made	up as follow	/s:
		Warehousing and distribution Office and management	1996 41 24 — 65 —	1995 Number 41 23 ———————————————————————————————————
6.	Dire	ctors' emoluments	1996 £	1995
	a)	Fees Management remuneration Contributions to pension schemes	17,500 535,036 81,900 634,436	17,500 494,158 76,081 587,739
	b)	Fees and management remuneration only:	1996	1995
		Chairman and highest paid director	153,000	138,000
		Other directors received emoluments in the following ranges:		Number
		£Nil to £5,000 £10,001 to £15,000 £55,001 to £60,000 £60,001 to £65,000 £65,001 to £70,000 £75,001 to £80,000 £80,001 to £85,000 £95,001 to £100,000	3 1 - 1 2 - 1 1	2 1 2 1 1

7.	Tax on profit on ordinary	activities			1996	1995
	U.K. corporation tax based	on			£	£
	the profit for the year at 3	33% (1995 - 3	3%)		1,671,321	1,373,558
	(Over) provision in prior ye				(5,822)	(1,569)
	Transfer to/(from) deferred	taxation			5,340	(23,253)
					1,670,839	1,348,736
					<del></del>	<del></del>
8.	Dividends				1996	1995
					£	£
	On the 'A' and 'B' ordinary	shares:				
	First interim paid				1,000,000	500,000
	Second interim proposed				750,000	1,500,000
	Proposed final				1,000,000	500,000
					2,750,000	2,500,000
9.	Tangible fixed assets					
	a) Group			Plant,		
	a) Group		Short	equipment,		
		Freehold	leasehold	fixtures &	Motor	
		property	improvements	fittings	vehicles	Total
		£	£	£	£	£
	Cost					
	At 1 January 1996	548,434	143,855	420,504	513,058	1,625,851
	Additions	· -	1,665	142,945	157,370	301,980
	Disposals	•	-	(498)	(145,249)	(145,747)
	At 31 December 1996	548,434	145,520	562,951	525,179	1,782,084
					•	
	•					<del></del>
	Depreciation					
	Depreciation At 1 January 1996	95,640	79,535	280,014	281,476	736,665
		95,640 10,968	79,535 13,085		281,476 131,455	736,665 229,289
	At 1 January 1996	•	· · · · · · · · · · · · · · · · · · ·	280,014	•	•
	At 1 January 1996 Provision for year	•	· · · · · · · · · · · · · · · · · · ·	280,014 73,781	131,455	229,289
	At 1 January 1996 Provision for year Adjustment for disposals At 31 December 1996	10,968	13,085	280,014 73,781 (200)	131,455 (123,717)	229,289 (123,917)
	At 1 January 1996 Provision for year Adjustment for disposals At 31 December 1996  Net book value	10,968	92,620	280,014 73,781 (200) 353,595	131,455 (123,717) 289,214	229,289 (123,917) <b>842,037</b>
	At 1 January 1996 Provision for year Adjustment for disposals At 31 December 1996	10,968	13,085	280,014 73,781 (200)	131,455 (123,717)	229,289 (123,917)

10.

9.

# **HUNTERS & FRANKAU LIMITED AND SUBSIDIARIES**

Tangible fixed assets		7014		
b) Company	Short leasehold improvements £	Plant, equipment, fixtures & fittings	Motor vehicles £	Total £
Cost	~	~	~	2
At 1 January 1996	143,855	329,894	513,058	986,807
Additions	1,665	142,945	157,370	301,980
Disposals	-	(498)	(145,249)	(145,747)
At 31 December 1996	145,520	472,341	525,179	1,143,040
Depreciation				
At 1 January 1996	79,535	189,579	281,476	550,590
Provision for year	13,085	73,606	131,455	218,146
Adjustment for disposals	-	(200)	(123,717)	(123,917)
At 31 December 1996	92,620	262,985	289,214	644,819
Net book value				
At 31 December 1996	52,900	209,356	235,965	498,221
At 31 December 1995	64,320	140,315	231,582	436,217
Investments		£		
Shares in subsidiary undertakings:				
Cost				
At 1st January 1996 and 31st December 1996		4,120,714	:	
Provisions				
At 1st January 1996		721,050		
Dividend receivable out of pre-acquisition prof	its	3,000,000	•	
At 31 December 1996 .		3,721,050		
Net book value				
At 31st December 1996		399,664		
At 31 December 1995		3,399,664		

# Notes to the financial statements For the year ended 31 December 1996

#### 10. Investments

At 31st December 1996 the principal subsidiary undertaking is Joseph Samuel & Son Limited, a company wholly owned and incorporated in Great Britain.

Dormant subsidiary company details are not disclosed as in the directors' opinion, this information is of excessive length.

11.	Stocks			1996	1995
	Stocks consist of goods purchased for resale			2,242,374	1,773,301
				<del></del>	<del></del>
12.	Debtors		Group		ompany
		1996	1995	1996	1995
		£	£	£	£
	Amounts receivable within one year:				
	Trade debtors	4,607,088	4,336,181	4,607,088	4,336,181
	Other debtors	136,011	547,478	132,974	84,735
	Prepayments and accrued income	419,429	363,511	416,591	362,144
		5,162,528	5,247,170	5,156,653	4,783,060
	Amounts receivable after				
	more than one year:				
	Advance corporation tax recoverable	437,500	312,500	437,500	312,500
		5,600,028	5,559,670	5,594,153	5,095,560
					<del></del>
13.	Creditors: amounts falling		Group	C	Company
	due within one year	1996	1995	1996	1995
		£	£	£	£
	Bank loans and overdrafts	-	2,742	-	2,625
	Amount owed to subsidiary undertaking	•	-	216,298	2,753,379
	Trade creditors	1,085,068	334,921	1,081,168	334,921
	Corporation tax	1,796,321	1,535,382	1,793,899	1,520,646
	Other taxes and social				
	security costs	807,375	730,547	807,060	730,197
	Proposed 2nd interim dividend	750,000	1,500,000	750,000	1,500,000
	Proposed final dividend	1,000,000	500,000	1,000,000	500,000
	Other creditors	-	25	, <del>-</del>	25
	Accruals	374,914	386,179	373,714	385,545
		5,813,678	4,989,796	6,022,139	7,727,338

# Notes to the financial statements For the year ended 31 December 1996

13. Creditors: amounts falling due within one year

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

	Due within one year		1996 £ -	1995 £ 2,742
14.	Creditors: amounts falling due after more than one year 10% Unsecured loan stock 1998/99		1996 £ -	1995 £ 550,000
15	Deferred taxation	Group	Co	ompany

5.	Deferred taxation	Group		Company	
		1996	1995	1996	1995
		£	£	£	£
	Accelerated capital allowances	15,576	23,313	37,114	35,039
	Other timing differences	(70,631)	(68,028)	(70,631)	(68,028)
	Deferred tax liability	(50,055)	(44,715)	(33,517)	(32,989)
	•				

The provision for deferred taxation has been calculated based on a corporation tax rate of 33% (1995: 33%).

The movement during the year is analysed as follows:

	Group		Company	
	1996	1995	1996	1995
	£	£	£	£
Balance at 1 January 1996	(44,715)	(67,968)	(32,989)	(44,231)
Released/(provided) in year	(5,340)	23,253	(528)	11,242
-				
Balance at 31 December 1996	(50,055)	(44,715)	(33,517)	(32,989)
				<del></del>

16.	Called up share capital			Authorised, allotted and fully paid		
				1996	1995	
				£	£	
	678,000 ordinary 'A' shares of 50p each			339,000	339,000	
	678,000 ordinary 'B' shares of 50p each			339,000	339,000	
	1 ordinary 'C' share of 50p			1	1	
	,		<del></del>		<del></del>	
			=	678,001	678,001	
17.	Profit and loss account		Group	(	Company	
		1996	1995	1996	1995	
		£	£	£	£	
	Retained profit at 1 January 1996	2,019,719	1,562,855	1,776,369	1,579,144	
	Retained profit for the year	605,295	456,864	606,376	197,225	
	•	- <del> </del>				
	Retained profit at 31 December 1996	2,625,014	2,019,719	2,382,745	1,776,369	
		<del></del>				
18.	Reconciliation of movements in		Group	(	Company	
	shareholders' funds	1996	1995	1996	1995	
		£	£	£	£	
	Profit for the financial year	3,355,295	2,956,864	3,356,376	2,697,225	
	Dividends	(2,750,000)	(2,500,000)	(2,750,000)	(2,500,000)	
	Not addition to shough aldows' funds	<u> </u>	156 961	(0)( 27)(	107.335	
	Net addition to shareholders' funds	605,295	456,864	606,376	197,225	
	Opening shareholders' funds	2,698,970	2,242,106	2,455,620	2,258,395	
	Closing shareholders' funds	3,304,265	2,698,970	3,061,996	2,455,620	
19.	Lease commitments		Group	. (	Company	
		1996	1995	1996	1995	
	Annual property rentals payable under leases which expire:	£	£	£	£	
	Within one year	40,916	39,833	40,916	39,833	
	After five years	130,500	130,500	130,500	130,500	
	•	171,416	170,333	171,416	170,333	
		-		•	•	

### Notes to the financial statements For the year ended 31 December 1996

#### 20. 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 31st December 1995. 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 pension charge for the year was £250,868 (1995: £226,886).

The most recent actuarial valuation showed that the market value of the scheme's assets was £4,629,000 and that the actuarial value of those assets represented 95 per cent of the benefits that had accrued to members.

At 31st December 1996, the group has prepaid a contribution of £214,034 (1995: £206,145) to the scheme.

#### 21. Profit and loss account - parent company

As permitted by Section 230 of the Companies Act 1985, a separate profit and loss account for the parent company is not presented.

### 22. Notes to the cash flow statement For the year ended 31 December 1996

#### a. Reconciliation of operating profit to net cash inflow from operating activities 1996 1995 £ £ Operating profit 4,951,511 4,092,145 Depreciation 229,289 200,320 Profit on sale of tangible fixed assets (34,040)(7,904)(Increase)/decrease in stocks (469,073)783,493 (Decrease)/increase in debtors 84,642 (1,274,763)Increase/(decrease) in creditors 815,685 (374,550)Net cash inflow from operating activities 5,578,014 3,418,741

# Notes to the financial statements For the year ended 31 December 1996

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

b.	Analysis of changes in cash and cash			
	equivalents		1996	1995
			£	£
	Balance at 1st January 1996		58,582	(720,836)
	Net cash inflow		326,967	779,418
	Balance at 31st December 1996		385,549	58,582
				·
c.	Analysis of the balances of cash and cash equivalents as shown in the balance sheet			
				Changes in
		1996	1995	year
		£	£	£
	Cash at bank and in hand	385,549	61,324	324,225
	Bank overdrafts		(2,742)	2,742
		385,549	58,582	326,967