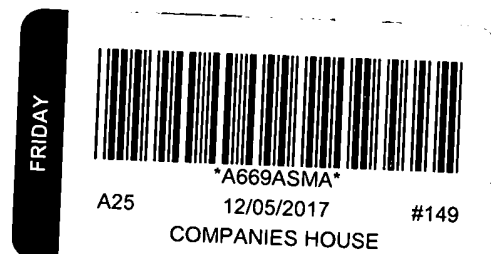


SYMMETRICOM LTD
REPORT OF THE DIRECTORS AND
AUDITED FINANCIAL STATEMENTS
FOR THE PERIOD
29 JUNE 2015 TO 3 JULY 2016

AEL Markhams Ltd
Chartered Accountants &
Statutory Auditors
201 Haverstock Hill
London
NW3 4QG



SYMMETRICOM LTD

COMPANY INFORMATION
FOR THE PERIOD 29 JUNE 2015 TO 3 JULY 2016

DIRECTORS:

Hoang Minh Ngo
Mark Winyu Lin

SECRETARY:

Abogado Nominees Limited

REGISTERED OFFICE:

41 Edgehill Drive
Daventry
Northamptonshire
NN11 OGR

REGISTERED NUMBER:

02605691 (England and Wales)

AUDITORS:

AEL Markhams Ltd
Chartered Accountants &
Statutory Auditors
201 Haverstock Hill
London
NW3 4QG

SYMMETRICOM LTD

REPORT OF THE DIRECTORS
FOR THE PERIOD 29 JUNE 2015 TO 3 JULY 2016

The directors present their report with the financial statements of the company for the period 29 June 2015 to 3 July 2016.

PRINCIPAL ACTIVITY

The principal activity of the company in the period under review was that of sales liaison in support of its parent company, Microsemi Frequency and Time Corporation.

REVIEW OF BUSINESS

The company's balance sheet as detailed on page 8 shows a satisfactory position, shareholders' funds amounting to £1,683,762 (2015: £1,395,593).

DIRECTORS

The director who served the company during the period was as follows:

Mr Hoang Ngo - resigned on 11 November 2016

Mr Mark Winyu Lin - appointed on 11 November 2016

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, AEL Markhams Ltd, will be proposed for re-appointment at the forthcoming Annual General Meeting.

SYMMETRICOM LTD

REPORT OF THE DIRECTORS
FOR THE PERIOD 29 JUNE 2015 TO 3 JULY 2016

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:



.....
Mark Winyu Lin - Director

Date: 4/29/2017

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
SYMMETRICOM LTD

We have audited the financial statements of Symmetricom Ltd for the period ended 3 July 2016 on pages six to fourteen. 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).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 a Report of the Auditors 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 explained more fully in the Statement of Directors' Responsibilities set out on page two, 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 and express an opinion on 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 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 the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 3 July 2016 and of its profit for the period 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 matter prescribed by the Companies Act 2006

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

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
SYMMETRICOM LTD

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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.



Marc Jason (Senior Statutory Auditor)
for and on behalf of AEL Markhams Ltd
Chartered Accountants &
Statutory Auditors
201 Haverstock Hill
London
NW3 4QG

25 April 2017

SYMMETRICOM LTD

PROFIT AND LOSS ACCOUNT
FOR THE PERIOD 29 JUNE 2015 TO 3 JULY 2016

		Period 29/6/15 to 3/7/16 £	Period 30/6/14 to 28/6/15 £
	Notes		
TURNOVER	2	297,659	236,185
Cost of sales		45,235	146,623
GROSS PROFIT		252,424	89,562
Administrative expenses		223,058	205,694
OPERATING PROFIT/(LOSS)	4	29,366	(116,132)
Interest receivable and similar income	5	293	4,723
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		29,659	(111,409)
Tax on profit/(loss) on ordinary activities	6	7,010	(20,963)
PROFIT/(LOSS) FOR THE FINANCIAL PERIOD		22,649	(90,446)

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current period or previous period.

SYMMETRICOM LTD

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE PERIOD 29 JUNE 2015 TO 3 JULY 2016

	Period 29/6/15 to 3/7/16 £	Period 30/6/14 to 28/6/15 £
PROFIT/(LOSS) FOR THE FINANCIAL PERIOD	22,649	(90,446)
Unrealised deficit on revaluation	-	(787)
	_____	_____
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE PERIOD	<u>22,649</u>	<u>(91,233)</u>

The notes form part of these financial statements

SYMMETRICOM LTD (REGISTERED NUMBER: 02602691)

BALANCE SHEET

3 JULY 2016

	Notes	2016 £	2015 £
FIXED ASSETS			
Intangible assets	7	-	-
Tangible assets	8	-	3,709
		<u>-</u>	<u>3,709</u>
CURRENT ASSETS			
Debtors	9	430,289	339,808
Cash at bank		1,769,532	1,484,718
		<u>2,199,821</u>	<u>1,824,526</u>
CREDITORS			
Amounts falling due within one year	10	516,059	432,642
		<u>516,059</u>	<u>432,642</u>
NET CURRENT ASSETS		<u>1,683,762</u>	<u>1,391,884</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u><u>1,683,762</u></u>	<u><u>1,395,593</u></u>
CAPITAL AND RESERVES			
Called up share capital	12	250,000	250,000
Profit and loss account	13	1,433,762	1,145,593
		<u>1,683,762</u>	<u>1,395,593</u>
SHAREHOLDERS' FUNDS	16	<u><u>1,683,762</u></u>	<u><u>1,395,593</u></u>

The financial statements have been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on 25 April 2017 and were signed on its behalf by:



.....
Mark Winyu Lin - Director

The notes form part of these financial statements

SYMMETRICOM LTD

NOTES TO THE FINANCIAL STATEMENTS **FOR THE PERIOD 29 JUNE 2015 TO 3 JULY 2016**

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted by the directors are described below.

Accounting convention

The financial statements have been prepared under the historical cost convention.

Intangible fixed assets

Intangible fixed assets relating to intellectual property have been fully amortised on a straight line basis over their estimated useful lives for 5 years.

Tangible fixed assets

Depreciation of fixed assets is calculated to write off their cost or valuation less any residual value on a straight line basis over their estimated useful lives of 3 years.

Deferred tax

Deferred tax arises as a result of including items of income and expenditure in taxation computations in periods different from those in which they are included in the company's accounts. Deferred tax is provided in full on timing differences which result in an obligation to pay more (or less) tax at a future date, at the average tax rates that are expected to apply when the timing differences reverse, based on current tax rates and laws.

No material liability to deferred tax is expected to arise from these accounts.

Foreign currencies

Assets and liabilities denominated in foreign currencies are translated into sterling at year end exchange rate. The transactions on the profit and loss accounts are translated into sterling at the average exchange rates ruling during the financial year.

The principal exchange rates used for translation of foreign currencies were as follows:-

	Average	Year End
	-----	-----
US Dollar	1.44903	1.32437

Exchange differences arising on the translation of the assets and liabilities, are taken to reserves. Other exchange differences are taken to the profit and loss account.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

Operating leases

Rentals paid under operating leases are charged to income as incurred.

Cash flow statement

The company has not prepared a cash flow statement because it is taking advantage of the exemptions under the revised standard FRS 1.

SYMMETRICOM LTD

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 29 JUNE 2015 TO 3 JULY 2016

2. TURNOVER

Turnover represents the amounts derived from the provision of goods and services which fall within the company's ordinary activities which is stated net of value added tax. Turnover is attributable to the support and sale of systems and software and income receivable by the company under agreements with the parent company.

The analysis of turnover by geographical area is as follows:

	2016	2015
	£	£
United States of America	189,141	183,319
Europe (including UK)	108,518	52,866
	-----	-----
	297,659	236,185
	=====	=====

3. STAFF COSTS

	Period 29/6/15 to 3/7/16 £	Period 30/6/14 to 28/6/15 £
Wages and salaries	102,403	91,689
Social security costs	13,820	13,728
Other pension costs	1,697	1,679
	-----	-----
	117,920	107,096
	=====	=====

The average monthly number of employees during the period was as follows:

	Period 29/6/15 to 3/7/16	Period 30/6/14 to 28/6/15
Office and management	1	1
Sales and administration staff	1	1
	-----	-----
	2	2
	=====	=====

4. OPERATING PROFIT/(LOSS)

The operating profit (2015 - operating loss) is stated after charging/(crediting):

	Period 29/6/15 to 3/7/16 £	Period 30/6/14 to 28/6/15 £
Depreciation - owned assets	2,014	15,892
Loss on disposal of fixed assets	2,014	-
Auditors' remuneration	7,607	7,690
Foreign exchange differences	1,660	(687)
Auditors' remuneration- non-audit work	11,245	5,006
Rentals under operating leases: Other operating leases	16,445	7,568
	=====	=====
Directors' remuneration	-	-
	=====	=====

SYMMETRICOM LTD

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 29 JUNE 2015 TO 3 JULY 2016

5. INTEREST RECEIVABLE AND SIMILAR INCOME

	Period 29/6/15 to 3/7/16 £	Period 30/6/14 to 28/6/15 £
Bank interest receivable	161	4,723
Other interest receivable	132	-
	<u>293</u>	<u>4,723</u>

6. TAXATION

Analysis of the tax charge/(credit)

The tax charge/(credit) on the profit on ordinary activities for the period was as follows:

	Period 29/6/15 to 3/7/16 £	Period 30/6/14 to 28/6/15 £
Current tax:		
UK corporation tax	7,010	-
Previous year corporation tax overprovision	-	(20,963)
	<u>7,010</u>	<u>(20,963)</u>
Tax on profit/(loss) on ordinary activities	<u>7,010</u>	<u>(20,963)</u>

Factors affecting the tax charge/(credit)

The tax assessed for the period is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	Period 29/6/15 to 3/7/16 £	Period 30/6/14 to 28/6/15 £
Profit/(loss) on ordinary activities before tax	<u>29,659</u>	<u>(111,409)</u>
Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20% (2015 - 21.817%)	5,932	(24,306)
Effects of:		
Expenses not deductible for tax purposes	675	115
Depreciation in excess of capital allowances	403	3,228
	<u>7,010</u>	<u>(20,963)</u>
Current tax charge/(credit)	<u>7,010</u>	<u>(20,963)</u>

SYMMETRICOM LTD

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 29 JUNE 2015 TO 3 JULY 2016

7. INTANGIBLE FIXED ASSETS

Intellectual
property
£

COST

At 29 June 2015
and 3 July 2016

153,545

AMORTISATION

At 29 June 2015
and 3 July 2016

153,545

NET BOOK VALUE

At 3 July 2016

-

At 28 June 2015

-

8. TANGIBLE FIXED ASSETS

Plant and
machinery
etc
£

COST

At 29 June 2015
Disposals

52,627
(52,627)

At 3 July 2016

-

DEPRECIATION

At 29 June 2015
Charge for period
Eliminated on disposal
Exchange differences

48,918
2,014
(50,613)
(319)

At 3 July 2016

-

NET BOOK VALUE

At 3 July 2016

-

At 28 June 2015

3,709

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2016 £	2015 £
Trade debtors	50,671	11,424
Amounts owed by group undertakings	365,121	307,080
Corporation tax recoverable	14,098	20,963
VAT recoverable	399	341
	<u>430,289</u>	<u>339,808</u>

SYMMETRICOM LTD

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 29 JUNE 2015 TO 3 JULY 2016

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2016	2015
	£	£
Amounts owed to group undertakings	471,156	354,859
Social security and other taxes	-	4,285
Accruals and deferred income	44,903	73,498
	<u>516,059</u>	<u>432,642</u>

11. OPERATING LEASE COMMITMENTS

Financial commitments under non-cancellable operating leases will result in the following payments falling due in the period to 2 July 2017:

	Other operating leases 2016	2015
	£	£
Expiring:		
Between one and five years	<u>9,625</u>	<u>14,437</u>

12. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:			2016	2015
Number:	Class:	Nominal value:	£	£
250,000	Ordinary shares	1	<u>250,000</u>	<u>250,000</u>

13. RESERVES

	Profit and loss account £
At 29 June 2015	1,145,593
Profit for the period	22,649
Translation gain/(loss)	265,520
At 3 July 2016	<u>1,433,762</u>

14. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 8 Related Party Disclosures, not to disclose related party transactions with wholly owned subsidiaries within the group.

15. ULTIMATE CONTROLLING PARTY

The company's ultimate parent company and controlling party is Microsemi Corporation, a company incorporated in the State of Delaware, United States of America. Microsemi Frequency and Time is the company's immediate parent and is a wholly owned subsidiary of Microsemi Corporation. Copies of the group financial statement of Microsemi Frequency and Time Corporation are available from 3870N.1st Street, San Jose, California 95134,

SYMMETRICOM LTD

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 29 JUNE 2015 TO 3 JULY 2016

16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2016	2015
	£	£
Profit/(loss) for the financial period	22,649	(90,446)
Other recognised gains and losses relating to the period (net)	-	(787)
Translation gain/(loss)	265,520	108,539
	<hr/>	<hr/>
Net addition to shareholders' funds	288,169	17,306
Opening shareholders' funds	1,395,593	1,378,287
	<hr/>	<hr/>
Closing shareholders' funds	<u>1,683,762</u>	<u>1,395,593</u>