REGISTRAR'S DERY

Company Registration No. 4416381 (England and Wales)

# KOOGA RUGBY LIMITED ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2004

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COMPANIES HOUSE 06/09/05

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## INDEPENDENT AUDITORS' REPORT TO KOOGA RUGBY LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts set out on pages 2 to 5, together with the financial statements of the company for the year ended 31 December 2004 prepared under section 226 of the Companies Act 1985.

This report is made solely to the company's members, as a body, in accordance with Section 247B 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 auditor's 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

The directors are responsible for preparing the abbreviated accounts in accordance with section 246 of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with sections 246(5) and (6) of the Act to the Registrar of Companies and whether the accounts to be delivered are properly prepared in accordance with those provisions and to report our opinion to you.

#### Basis of audit opinion

We have carried out the procedures we considered necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the financial statements.

#### Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with sections 246(5) and (6) of the Companies Act 1985, and the abbreviated accounts on pages 2 to 5 are properly prepared in accordance with those provisions.

Venthams

Verlin

Chartered Accountants
Registered Auditor

30/08/05

Millhouse 32 - 38 East Street Rochford Essex SS4 1DB

# ABBREVIATED BALANCE SHEET AS AT 31 DECEMBER 2004

		20	2004		003
	Notes	£	£	£	£
Fixed assets					
Intangible assets	2		350,000		370,000
Tangible assets	2		199,412		70,179
Investments	2		100,000		<del>-</del>
			649,412		440,179
Current assets					
Stocks		1,193,133		960,400	
Debtors		2,452,861		1,742,960	
Cash at bank and in hand		12,123		147,761	
		3,658,117		2,851,121	
Creditors: amounts falling due within					
one year	3	(3,089,758)		(2,194,999)	
Net current assets			568,359		656,122
Total assets less current liabilities			1,217,771		1,096,301
Provisions for liabilities and charges			(16,691)		(2,612)
			1,201,080		1,093,689
			<del>-1770</del>		
Capital and reserves	4		050,000		050.000
Called up share capital	4		850,000		850,000
Profit and loss account			351,080		243,689
Shareholders' funds			1,201,080		1,093,689

These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The financial statements were approved by the Board on 16/2/2005....

S Anwar

Director

W Newton

Director

## NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2004

#### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

#### 1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

#### 1.3 Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life of 20 years.

#### 1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery 25% straight line
Fixtures, fittings & equipment 25% straight line
Motor vehicles 25% straight line

#### 1.5 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

#### 1.6 Deferred taxation

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

#### 1.7 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

#### 1.8 Advertising costs

Advertising costs have been classified as a direct cost of sale to more accurately reflect the nature of cost, and the 2003 figures have been restated accordingly.

# NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2004

2	Fixed assets				
		Intangible assets	Tangible assets	Investments	Total
		£	£	£	£
	Cost				
	At 1 January 2004	400,000	87,934	-	487,934
	Additions	<u>-</u>	172,271	100,000	272,271
	At 31 December 2004	400,000	260,205	100,000	760,205
	Depreciation				
	At 1 January 2004	30,000	17,755	-	47,755
	Charge for the year	20,000	43,038	-	63,038
	At 31 December 2004	50,000	60,793	<u>-</u>	110,793
	Net book value				
	At 31 December 2004	350,000	199,412	100,000	649,412
	At 31 December 2003	370,000	70,179	<del></del>	440,179
		<del></del>			<del></del>

#### 3 Creditors: amounts falling due within one year

There is a memorandum of pledge, an unlimited debenture, and a fixed and floating charge held over the assets of the company as security for amounts of £1,264,108 (2003 : £278,554) included within bank loans and overdrafts, and £887,093 (2003 : £1,088,393) included within other creditors.

Share capital	2004 £	2003 £
Authorised		
100,000 Ordinary Shares of £1 each	100,000	100,000
900,000 'A' Ordinary Non Equity Shares of £1 each	900,000	900,000
	1,000,000	1,000,000
Allotted, called up and fully paid		
1,000 Ordinary Shares of £1 each	1,000	1,000
849,000 'A' Ordinary Non Equity Shares of £1 each	849,000	849,000
	850,000	850,000
	Authorised 100,000 Ordinary Shares of £1 each 900,000 'A' Ordinary Non Equity Shares of £1 each  Allotted, called up and fully paid 1,000 Ordinary Shares of £1 each	### Authorised  100,000 Ordinary Shares of £1 each  900,000 'A' Ordinary Non Equity Shares of £1 each  1,000,000  Allotted, called up and fully paid  1,000 Ordinary Shares of £1 each  1,000  849,000 'A' Ordinary Non Equity Shares of £1 each  849,000

The holders of the A Ordinary Shares shall not be entitled to receive notice of, or attend, or vote at any general meeting of the company. The holders shall only be entitled to Dividends as declared by the Ordinary Shareholders. In the case of winding up, the holders shall only be entitled to receive an amount equal to the par value of their respective holdings and shall be entitled to no further participation in the distribution of surplus assets.

# NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2004

#### 5 Ultimate parent company

The immediate parent company is Kettner Group Limited, a company registered in England and Wales, and the ultimate parent company is Kettner Holdings Corp., a company registered in the British Virgin Islands.

The ultimate controlling party is deemed to be Mr Lui, the majority shareholder of Kettner Holdings Corp.