

# TPL Printers (UK) Limited

## Report and Financial Statements

30 September 2005

 ERNST & YOUNG



TPL Printers (UK) Limited

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Registered No: 1284755

**Directors**

S K Lai  
D Chow  
C J Ham

**Secretary**


S Ng

**Auditors**

Ernst & Young LLP  
No 1 Colmore Square  
Birmingham  
B4 6HQ

**Registered office**

119 Wardour Street  
London  
W1F 0UW

 ERNST & YOUNG

## Directors' report

The directors present their report and financial statements for the year ended 30 September 2005.

### Results and dividends

The loss for the year amounted to £274,000. The directors do not recommend the payment of any dividends.

### Principal activities and review of the business

The principal activity of the company was printing.

The company announced its intention to cease trading at the end of April 2004 and since that date has been realising its assets and settling its liabilities in an orderly way with the support of its parent company. In light of this, the financial statements have been prepared on a break up basis further details of which are given in note 1.

### Directors

The directors who served the company during the year were as follows:

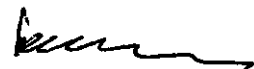
S K Lai	
K S Leong	(resigned 12 February 2006)
D Chow	
C J Ham	(appointed 21 June 2005)
P L Barber	(resigned 21 June 2005)

No directors had any interest in the share capital of the company or any other UK group undertaking.

### Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

By order of the board



D Chow  
Director

28 July 2006

## Statement of directors' responsibilities in respect of the financial statements

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 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 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.

## **Independent auditors' report to the members of TPL Printers (UK) Limited**

We have audited the company's financial statements for the year ended 30 September 2005 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet and the related notes 1 to 18. These financial statements have been prepared on the basis of the accounting policies set out therein and have also been prepared on a break-up basis.

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 legal and regulatory requirements and United Kingdom 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 to you 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 and consider the implications for our report if we become aware of any apparent misstatements within it.

### **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 affairs of the company as at 30 September 2005 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young LLP  
Registered Auditor  
Birmingham

31/7/2006

## Profit and loss account

for the year ended 30 September 2005

	<i>Notes</i>	<i>2005</i> <i>£000</i>	<i>2004</i> <i>£000</i>
<b>Turnover</b>	2	<u>58</u>	<u>8,600</u>
Other operating income		–	(51)
Raw materials and consumables		(45)	3,008
Staff costs	6	–	2,738
Depreciation	3	–	987
Other operating charges		46	2,390
		<u>1</u>	<u>9,072</u>
<b>Operating profit/(loss)</b>	3	<u>57</u>	<u>(472)</u>
Loss on disposal of tangible fixed assets		–	(3,267)
Closure of business		(349)	(3,428)
	4	<u>(349)</u>	<u>(6,695)</u>
		<u>(292)</u>	<u>(7,167)</u>
Interest receivable	7	18	31
Interest payable and similar charges	8	–	(541)
		<u>18</u>	<u>(510)</u>
<b>Loss on ordinary activities before taxation</b>		(274)	(7,677)
Tax on loss on ordinary activities	9	–	1,088
<b>Loss for the financial year transferred from reserves</b>		<u>(274)</u>	<u>(6,589)</u>

The company ceased to trading during the 2004 financial year. Consequently, all activities are categorised as discontinued.

## Statement of total recognised gains and losses

There are no recognised gains or losses other than the loss of £274,000 attributable to the shareholders for the year ended 30 September 2005 (2004 - loss of £6,589,000).

**Balance sheet**  
at 30 September 2005

	<i>Notes</i>	<i>2005</i> £000	<i>2004</i> £000
<b>Fixed assets</b>			
Tangible assets	10	—	—
<b>Current assets</b>			
Debtors	11	1,320	8,537
Assets held for resale	12	3,750	3,750
Cash at bank		4	61
		<u>5,074</u>	<u>12,348</u>
<b>Creditors: amounts falling due within one year</b>	13	6,746	13,746
		<u>(1,672)</u>	<u>(1,398)</u>
<b>Net current liabilities</b>		<u>(1,672)</u>	<u>(1,398)</u>
<b>Total assets less current liabilities</b>		<u>(1,672)</u>	<u>(1,398)</u>
<b>Capital and reserves</b>			
Called up share capital	16	5,415	5,415
Profit and loss account	17	(7,087)	(6,813)
		<u>(1,672)</u>	<u>(1,398)</u>
<b>Equity shareholders' funds</b>	17	<u>(1,672)</u>	<u>(1,398)</u>



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D Chow  
Director

28 July 2006

## Notes to the financial statements

at 30 September 2005

### 1. Accounting policies

#### *Basis of preparation*

The financial statements are prepared under the historical cost convention, and in accordance with applicable accounting standards.

#### *Fundamental accounting concept*

During the 2004 financial year the company announced its intention to cease trading and since that date has been realising its assets and settling its liabilities in an orderly way with the support of its parent company. In light of this, the financial statements have been prepared on a break up basis. As a result any remaining fixed assets and long term liabilities have been reclassified as current and, in the case of assets, valued at the lower of cost and net realisable value and, in the case of liabilities, valued at the anticipated settlement amount.

#### *Cash flow statement*

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes consolidated financial statements.

#### *Fixed assets*

All fixed assets are initially recorded at cost.

#### *Depreciation*

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost, less estimated residual value based on prices prevailing at the date of acquisition of each asset evenly over its expected useful life, as follows:

Fixtures & fittings	-	10 - 20%
Plant & machinery	-	Rates varying from 7.69 - 10% according to the estimated useful life

#### *Deferred taxation*

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

#### *Foreign currencies*

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

All differences are taken to the profit and loss account.

## Notes to the financial statements

at 30 September 2005

### 1. Accounting policies (continued)

#### *Operating lease agreements*

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

#### *Pension costs*

A fellow subsidiary company, Marshall Cavendish Limited, operates a funded, defined benefit pension scheme which is contracted out of the state scheme. The fund is valued every three years by a professionally qualified independent actuary, the rate of contribution payable being determined by the actuary. In the intervening years the actuary reviews the continuing appropriateness of the rates. Pension costs are accounted for on the basis of charging the expected cost of providing pensions over the period during which the company benefits from the employees' service. The effects of variations from regular costs are spread over the expected average remaining service lives of the members of the scheme. In accordance with FRS 17 Pension Costs, the company has accounted for it as if it were a defined contribution scheme as they are unable to identify its share of the underlying assets and liabilities.

### 2. Turnover

The whole of the company's turnover and loss before taxation is derived from the closure of the business.

An analysis of turnover by geographical market is given below:

	2005 £000	2004 £000
United Kingdom	58	7,924
North America	—	676
	<u>58</u>	<u>8,600</u>

### 3. Operating profit/(loss)

This is stated after charging/(crediting):

	2005 £000	2004 £000
Auditors' remuneration - audit services	<u>3</u>	<u>10</u>
Depreciation of owned fixed assets	<u>—</u>	<u>987</u>
Operating lease rentals - plant and machinery	<u>—</u>	<u>149</u>
Net loss/(profit) on foreign currency translation	<u>42</u>	<u>(2)</u>

**Notes to the financial statements**  
at 30 September 2005

**4. Exceptional items**

	2005 £000	2004 £000
Loss on disposal of fixed assets	–	(3,267)
Closure costs	(349)	(3,428)
	<u>          </u>	<u>          </u>

At the end of April 2004 TPL Printers UK Limited ceased trading. The exceptional costs relate to the loss on the sale of the fixed assets and costs incurred relating to the closure of the business.

**5. Directors' emoluments**

	2005 £000	2004 £000
Emoluments	–	34
	<u>          </u>	<u>          </u>

**6. Staff costs**

	2005 £000	2004 £000
Wages and salaries	–	2,467
Social security costs	–	271
	<u>          </u>	<u>          </u>
	–	2,738
	<u>          </u>	<u>          </u>

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

	2005 No.	2004 No.
Printing	–	108
	<u>          </u>	<u>          </u>

**7. Interest receivable**

	2005 £000	2004 £000
Bank interest receivable	3	31
Other interest receivable	15	–
	<u>          </u>	<u>          </u>
	18	31
	<u>          </u>	<u>          </u>

**8. Interest payable and similar charges**

	2005 £000	2004 £000
Interest payable on borrowings repayable within five years	–	541
	<u>          </u>	<u>          </u>

## Notes to the financial statements

at 30 September 2005

### 9. Taxation on ordinary activities

#### (a) Tax on loss on ordinary activities

The tax charge/(credit) is made up as follows:

	2005 £000	2004 £000
<i>Current tax:</i>		
Corporation tax	–	–
Tax overprovided in previous years	–	(66)
Total current tax (note 9(b))	–	(66)
<i>Deferred tax:</i>		
Origination and reversal of timing differences	–	(1,022)
Tax on loss on ordinary activities	–	(1,088)

#### (b) Factors affecting current tax charge/(credit)

The differences are reconciled below:

	2005 £000	2004 £000
Loss on ordinary activities before taxation	(274)	(7,677)
Loss on ordinary activities before taxation by standard rate of tax	(82)	(2,303)
Disallowable expenses and non-taxable income	–	316
Capital allowances in excess of depreciation	–	1,297
Unutilised trading losses	82	690
Adjustment relating to prior year corporation tax	–	(66)
Total current tax (note 9(a))	–	(66)

#### (c) Deferred tax

The deferred taxation asset not recognised in the financial statements is as follows:

	2005 £000	2004 £000
Tax losses available	897	815

No deferred tax asset is recognised as the company announced its intention to cease trading at the end of April 2004 and since that date has been realising its assets and settling its liabilities.

## Notes to the financial statements

at 30 September 2005

### 10. Tangible fixed assets

	<i>Plant and machinery</i> £000	<i>Fixtures and fittings</i> £000	<i>Total</i> £000
Cost:			
At 1 October 2004	2,175	42	2,217
Disposals	(2,175)	(42)	(2,217)
At 30 September 2005	<u>-</u>	<u>-</u>	<u>-</u>
Depreciation:			
At 1 October 2004	2,175	42	2,217
Disposals	(2,175)	(42)	(2,217)
At 30 September 2005	<u>-</u>	<u>-</u>	<u>-</u>
Net book value:			
At 30 September 2005	<u>-</u>	<u>-</u>	<u>-</u>
At 1 October 2004	<u>-</u>	<u>-</u>	<u>-</u>

### 11. Debtors

	<i>2005</i> £000	<i>2004</i> £000
Trade debtors	431	537
Amounts owed to group undertakings	876	7,983
Prepayments and accrued income	13	17
	<u>1,320</u>	<u>8,537</u>

### 12. Assets held for resale

	<i>2005</i> £000	<i>2004</i> £000
Freehold land and buildings	<u>3,750</u>	<u>3,750</u>

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

	<i>2005</i> £000	<i>2004</i> £000
Trade creditors	92	93
Amounts owed to group undertakings	6,041	11,893
Other taxation and social security	-	941
Accruals and deferred income	613	819
	<u>6,746</u>	<u>13,746</u>

### 14. Pensions

Details of the defined benefit pension scheme to which the company has contributed are given in the financial statements of Marshall Cavendish Limited. The Directors are of the opinion that the company has no on going liability in respect of this pension scheme.

## Notes to the financial statements

at 30 September 2005

### 15. Commitments under operating leases

At 30 September 2005 the company has accrued the anticipated cost of exiting any remaining operating lease agreements in the balance sheet.

### 16. Share capital

	<i>Authorised</i>	
	<i>2005</i>	<i>2004</i>
	<i>£000</i>	<i>£000</i>
Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>

	<i>Allotted, called up and fully paid</i>			
	<i>No.</i>	<i>2005</i>	<i>No.</i>	<i>2004</i>
		<i>£000</i>		<i>£000</i>
Ordinary shares of £1 each	5,415,000	<u>5,415</u>	5,415,000	<u>5,415</u>

### 17. Reconciliation of shareholders' funds and movement on reserves

	<i>Share capital</i>	<i>Profit and loss</i>	<i>Total share-</i>
	<i>£000</i>	<i>account</i>	<i>holders' funds</i>
		<i>£000</i>	<i>£000</i>
At 1 October 2003	5,415	(224)	5,191
Loss for the year	-	(6,589)	(6,589)
At 30 September 2004	<u>5,415</u>	<u>(6,813)</u>	<u>(1,398)</u>
Loss for the year	-	(274)	(274)
At 30 September 2005	<u>5,415</u>	<u>(7,087)</u>	<u>(1,672)</u>

## Notes to the financial statements

at 30 September 2005

### 18. Particulars of ultimate parent company and related party transactions

The company is a subsidiary undertaking of Times Publishing Limited, a company incorporated in Singapore. Times Publishing Limited heads the smallest statement group in which the results of the company are consolidated; copies of the consolidated financial statements of Times Publishing Limited are available to the public and may be obtained from the following address:

Times Publishing Limited  
Times Centre  
1 New Industrial Road  
Singapore 119958

The ultimate holding company is Fraser & Neave Limited, a company incorporated in Singapore. Copies of the consolidated financial statements of Fraser & Neave Limited are available to the public and may be obtained from the following address:

Fraser & Neave Limited  
21-00 Alexandra Point  
438 Alexandra Road  
Singapore 119958

The company has not provided the disclosures required by FRS 8 Related Party Transactions with companies in the Times Publishing group as more than 90% of the voting rights are controlled within Times Publishing Limited, and consolidated financial statements in which TPL Printers (UK) Limited is included are publicly available from the address above.