Company Registration No. 3501220

KYOSHIN EUROPE LIMITED

Report and Financial Statements

31 March 2003

Deloitte & Touche LLP Nottingham



KYOSHIN EUROPE LIMITED

REPORT AND FINANCIAL STATEMENTS 2003

CONTENTS	Page
Directors' report	1
Statement of directors' responsibilities	2
Independent auditors' report	3
Profit and loss account	4
Balance sheet	5
Cash flow statement	6
Notes to the accounts	7

KYOSHIN EUROPE LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 March 2003.

ACTIVITIES

The company's principal activity is the supply and fabrication of materials for the automobile and home electronic product industries.

REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

The directors are pleased with the improved performance and are confident of the future profitability of the company.

DIVIDENDS

The results for the year are set out on page 4. The directors do not recommend the payment of a dividend.

DIRECTORS AND THEIR INTERESTS

The directors who served throughout the year, as listed below, had no direct interest in the share capital of the company as at 31 March 2003 (31 March 2002 - nil):

Yasusuke Endo Yasuo Yoneda Akihiro Endo Hirofumi Tsujii (Appointed 1 July 2003)

AUDITORS

On 1 August 2003, Deloitte & Touche transferred their business to Deloitte & Touche LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The company's consent has been given to treating the appointment of Deloitte & Touche as extending to Deloitte & Touche LLP with effect from 1 August 2003 under the provisions of section 26(5) of the Companies Act 1989. The Company has elected to dispense with the obligation to appoint auditors annually and, accordingly, Deloitte & Touche LLP shall be deemed to be re-appointed as auditors for a further term under the provisions of section 386(2) of the Companies Act 1985.

Approved by the Board of Directors and signed on behalf of the Board

Hirofumi Tjusii

Director

26 January 2004

KYOSHIN EUROPE LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year 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; 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 KYOSHIN EUROPE LIMITED

We have audited the financial statements of Kyoshin Europe Limited for the year ended 31 March 2003, which comprise the profit and loss account, the balance sheet, the cash flow statement and the related notes 1 to 21. These financial statements have been prepared under the accounting policies set out therein.

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 financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and 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 for the above year and consider the implications for our report if we become aware of any apparent misstatements.

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 the company's affairs as at 31 March 2003 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche LLP

Chartered Accountants and Registered Auditors

Peloith & Touche LAP

Nottingham

24th February 2004

KYOSHIN EUROPE LIMITED

PROFIT AND LOSS ACCOUNT Year ended 31 March 2003

	Note	2003 £	2002 £
TURNOVER: continuing operations	2	2,225,047	1,453,153
Cost of sales		(1,764,812)	(1,075,700)
Gross profit		460,235	377,453
Distribution costs		(22,173)	(18,851)
Administrative expenses		(419,381)	(387,733)
Other operating income		1,873	-
Net operating expenses		(439,681)	(406,584)
OPERATING PROFIT/(LOSS): continuing operations	4	20,554	(29,131)
Interest receivable and similar income	5	377	7
Interest payable and similar charges	6	(27,448)	(28,432)
RETAINED LOSS FOR THE FINANCIAL YEAR		(6,517)	(57,556)
Accumulated losses brought forward		(1,440,928)	(1,383,372)
Accumulated losses carried forward		(1,447,445)	(1,440,928)

There are no recognised gains and losses for the current financial year and the preceding financial year other than as stated in the profit and loss account. Accordingly, no statement of total recognised gains and losses has been prepared.

Deloitte₀

KYOSHIN EUROPE LIMITED

BALANCE SHEET 31 March 2003

	Note	2003 £	2002 £
FIXED ASSETS			
Tangible assets	8	1,102,866	1,191,142
CURRENT ASSETS			
Stocks	9	199,380	168,575
Debtors	10	455,763	368,428
Cash at bank and in hand		156,156	137,246
		811,299	674,249
CREDITORS: amounts falling due within one year	11	(1,774,172)	(1,715,243)
NET CURRENT LIABILITIES		(962,873)	(1,040,994)
TOTAL ASSETS LESS CURRENT LIABILITIES		139,993	150,148
CREDITORS: amounts falling due after more than one year	12	(87,438)	(91,076)
NET ASSETS		52,555	59,072
CAPITAL AND RESERVES			
Called up share capital	14	1,500,000	1,500,000
Profit and loss account		(1,447,445)	(1,440,928)
TOTAL EQUITY SHAREHOLDERS' FUNDS	15	52,555	59,072

These financial statements were approved by the Board of Directors on 26 $\sqrt{2004}$.

Signed on behalf of the Board of Directors

Hirofumi Tsmii

Director

KYOSHIN EUROPE LIMITED

CASH FLOW STATEMENT Year ended 31 March 2003

	Note	2003 £	2002 £
Net cash inflow / (outflow) from operating activities	19	96,562	(78,796)
Returns on investments and servicing of finance	20	(27,071)	(28,425)
Capital expenditure	20	1,744	(27,438)
Net cash inflow / (outflow) before financing		71,235	(134,659)
Financing	20	(52,325)	173,601
Increase in cash in the year		18,910	38,942
RECONCILIATION OF NET CASH FLOW TO MOVEMENT I	N NET DEBT (note 2	1)	
		£	£
Increase in cash in the year Cash outflow / (inflow) from decrease / (increase) in debt and	l lease financing	18,910 52,325	38,942 (173,601)
Cash oddiow / (inhow) from decrease / (increase) in debt and	rease mancing		
Movement in net debt in the year		71,235	(134,659)
Net debt brought forward		(1,301,034)	(1,166,375)
Net debt carried forward		(1,229,799)	(1,301,034)

KYOSHIN EUROPE LIMITED

NOTES TO THE ACCOUNTS Year ended 31 March 2003

1 ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Tangible fixed assets

With the exception of leasehold land, depreciation is provided on cost in equal annual instalments over the estimated useful lives of the assets. The rates of depreciation are as follows:

Tenant's improvements 4% straight line basis

Leasehold land Not depreciated

Plant and machinery 25% straight line basis

Fixtures and furniture 25% straight line basis

Computer equipment 33.3% straight line basis

Stocks

Stocks and work in progress, other than on long-term contracts, are stated at the lower of cost and net realisable value. Cost includes materials, direct labour and production overheads appropriate to the relevant stage of production. Net realisable value is based on estimated selling price less all further costs to completion and all relevant marketing, selling and distribution costs.

Deferred taxation

Deferred taxation is provided in full on timing differences which result in an obligation at the balance sheet date, to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset. Deferred tax assets and liabilities are not discounted.

Leases

Assets obtained under finance leases and hire purchase contracts are capitalised at their fair value on acquisition and depreciated over their estimated useful lives. The finance charges are allocated over the period of the lease rentals in proportion to the capital element outstanding.

Operating lease rentals are charged to income in equal amounts over the lease term.

Grants

Under SSAP 4, the grant received is treated as deferred income which is credited to the profit and loss account by instalments over the expected useful economic life of the related asset on a basis consistent with the depreciation policy.

Pension costs

The company operates a defined contribution pension scheme. The charge for the pension costs in the profit and loss account represents the contributions payable by the company under the rules of the scheme.

KYOSHIN EUROPE LIMITED

NOTES TO THE ACCOUNTS Year ended 31 March 2003

ACCOUNTING POLICIES (continued)

Going concern

The company's ability to continue as a going concern is dependent upon the ongoing support of the parent company, Kyoshin Co Limited. The directors have received confirmation of this unconditional support from the parent company and have prepared financial forecasts in support of their view, that it is appropriate to prepare the financial statements on a going concern basis.

Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date.

TURNOVER

Turnover represents amounts derived from the provision of goods and services which fall within the company's ordinary activities after deduction of trade discounts and value added tax.

The turnover is attributable to a single activity, the supply and fabrication of materials for the automobile and home electronic product industries.

Geographical analysis of turnover:

	2003	2002
	£	£
United Kingdom	2,175,637	1,268,045
Europe	12,971	36,738
Other	36,439	148,370
	2,225,047	1,453,153
		<u></u>
INFORMATION REGARDING DIRECTORS AND EMPLOYEES		

Directors' remuneration		
Emoluments	114.951	105.596

2002

£

2003 £

KYOSHIN EUROPE LIMITED

NOTES TO THE ACCOUNTS Year ended 31 March 2003

3 INFORMATION REGARDING DIRECTORS AND EMPLOYEES (continued)

	2003 No.	2002 No.
Average number of persons employed		
Directors	1	1
Production	14	13
Sales and administration	4	3
	19	17
	2003	2002
	£	£
Staff costs during the year (including directors)		
Wages and salaries	439,631	389,719
Social security costs	17,622	19,151
Pension costs	3,949	4,326
	461,202	413,196
OPERATING PROFIT/(LOSS)	2003	2002
	2003 £	£
Operating profit/(loss) is after charging:		
Depreciation		
Owned assets	94,232	123,755
Rentals under operating leases		
Plant and machinery - operating leases	3,434	1,088
Other operating leases	32,198	29,469
Auditors' remuneration	6,000	6,000
Other accountancy services	11,350	10,275
and after crediting:		
Sundry income	1,873	-
Profit on disposal of fixed assets	7,700	3,101
Amortisation of grant	12,231	12,231

KYOSHIN EUROPE LIMITED

NOTES TO THE ACCOUNTS Year ended 31 March 2003

5 INTEREST RECEIVABLE AND SIMILAR INCOME

5	INTEREST RECEIVABLE AND SIMILAR INCOME		
		2003	2002
		£	£002
	Bank interest	377	7
			<u> </u>
6	INTEREST PAYABLE AND SIMILAR CHARGES		
		2003	2002
		2005 £	£
		_	_
	Bank loans and overdrafts	27,448	28,432
7	TAX ON LOSS ON ORDINARY ACTIVITIES		
	They showed fourthe upon		
	Tax charge for the year	2003	2002
		2003 £	2002 £
		_	_
	Current taxation		
	United Kingdom corporation tax	-	-
	The standard rate of corporation tax for the year, based on the UK standard rate of actual tax charge for the current and the previous year differs from the standard rate following tax reconciliation:		
	Reconciliation of current tax	2003	2002
		£	£
	Loss on ordinary activities before taxation	(6,517)	(57,556)
	=		
	Tau an language and the state of the state o	(1.055)	(17.007)
	Tax on loss on ordinary activities at standard rate	(1,955)	(17,267)
	Factors affecting charge for the year:		
		3.001	(2.620)
	Expenses not deductible for tax purposes Capital allowances in excess of depreciation	2,091	(3,628)
	·	8,863	37,905
	Losses not recognised	(0.000)	(17,010)
	Brought forward losses used	(8,999)	
	Total actual amount of current tax	-	-
	=		

KYOSHIN EUROPE LIMITED

NOTES TO THE ACCOUNTS Year ended 31 March 2003

7 TAX ON LOSS ON ORDINARY ACTIVITIES (continued)

Analysis of deferred tax balances

	Provided/ (recognised) 2003 £	Provided/ (recognised) 2002 £	Not provided/ (recognised) 2003 £	Not provided/ (recognised) 2002 £
Accelerated capital allowances	171,578	179,464	-	-
Trade losses	(171,578)	(179,464)	(386,943)	(386,335)
	_		(386,943)	(386,335)

A deferred tax asset has not been recognised in respect of these losses as the company does not anticipate taxable trading profits within the immediate future.

There are trading losses to carry forward to set off against future profits of the same trade of approximately £1,862,000 (2002 - £1,892,000)

8 TANGIBLE FIXED ASSETS

	Tenant's improvements	Leasehold land	machinery	Fixtures, omputers and furniture	Total
	£	£	£	£	£
Cost					
At 1 April 2002	876,151	348,836	376,199	42,236	1,643,422
Additions in year	- 	<u>.</u>		5,956	5,956
At 31 March 2003	876,151	348,836	376,199	48,192	1,649,378
Accumulated depreciation					
At 1 April 2002	113,448	~	298,000	40,832	452,280
Charge in year	35,046	<u> </u>	57,048	2,138	94,232
At 31 March 2003	148,494		355,048	42,970	546,512
Net book value					
At 31 March 2003	727,657 =	348,836	21,151	5,222	1,102,866
At 31 March 2002	762,703	348,836	78,199	1,404	1,191,142

KYOSHIN EUROPE LIMITED

NOTES TO THE ACCOUNTS Year ended 31 March 2003

9 STOCKS

		2003 £	2002 £
	Raw materials	81,621	84,269
	Finished goods	117,759	84,306
		199,380	168,575
10	DEBTORS		
		2003	2002
		£	£
	Trade debtors	451,146	345,582
	Other debtors	-	14,015
	Prepayments and accrued income	4,617	8,831
		455,763	368,428
	All amounts are due within one year.		

11 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2003 £	2002 £
Bank loan (note 13)	1,385,955	1,438,280
Trade creditors	87,374	39,410
Amounts due to group undertakings	205,704	146,009
Other taxes and social security	72,419	82,611
Other creditors	2,401	2,333
Accruals and deferred income	20,319	6,600
	1,774,172	1,715,243

The bank loan bears an interest rate of 2% and is secured by a cross guarentee from the ultimate holding company, Kyoshin Co Limited.

KYOSHIN EUROPE LIMITED

NOTES TO THE ACCOUNTS Year ended 31 March 2003

12 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

12	CREDITORS. APIGORIS I RELEASE DOE AT LEE PIGES		
		2003	2002
		£	£
	Accruals and deferred income	87,438	91,076
13	BORROWINGS		
		2002	2002
		2003 £	2002 £
		2	-
	Bank loans and overdrafts	1,385,955	1,438,280
	Bully loans and over drains		
	The maturity of the above amounts is as follows:		
	The maturity of the above amounts is as follows.		
	In one year or less, or on demand	1,385,955	1,438,280
14	CALLED UP SHARE CAPITAL		
-		2003	2002
		2003 £	2002 £
	Authorised		
	Authorised 2 000 000 Ordinary shares of £1.00 each	£	£
•	Authorised 2,000,000 Ordinary shares of £1.00 each		
	2,000,000 Ordinary shares of £1.00 each	£	£
	2,000,000 Ordinary shares of £1.00 each Called up, allotted and fully paid	2,000,000	2,000,000
	2,000,000 Ordinary shares of £1.00 each	£	£
	2,000,000 Ordinary shares of £1.00 each Called up, allotted and fully paid	2,000,000	2,000,000
	2,000,000 Ordinary shares of £1.00 each Called up, allotted and fully paid 1,500,000 Ordinary shares of £1.00 each	2,000,000	2,000,000
15	2,000,000 Ordinary shares of £1.00 each Called up, allotted and fully paid	2,000,000	2,000,000
	2,000,000 Ordinary shares of £1.00 each Called up, allotted and fully paid 1,500,000 Ordinary shares of £1.00 each	2,000,000 1,500,000	2,000,000 1,500,000
	2,000,000 Ordinary shares of £1.00 each Called up, allotted and fully paid 1,500,000 Ordinary shares of £1.00 each	2,000,000 1,500,000	2,000,000 1,500,000
	2,000,000 Ordinary shares of £1.00 each Called up, allotted and fully paid 1,500,000 Ordinary shares of £1.00 each RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2,000,000 1,500,000 2003 £	2,000,000 1,500,000 2002 £
	2,000,000 Ordinary shares of £1.00 each Called up, allotted and fully paid 1,500,000 Ordinary shares of £1.00 each RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS Loss attributable to members of the company	2,000,000 1,500,000 2003 £ (6,517)	2,000,000 1,500,000 2002 £ (57,556)
	2,000,000 Ordinary shares of £1.00 each Called up, allotted and fully paid 1,500,000 Ordinary shares of £1.00 each RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2,000,000 1,500,000 2003 £	2,000,000 1,500,000 2002 £
	2,000,000 Ordinary shares of £1.00 each Called up, allotted and fully paid 1,500,000 Ordinary shares of £1.00 each RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS Loss attributable to members of the company	2,000,000 1,500,000 2003 £ (6,517)	2,000,000 1,500,000 2002 £ (57,556)

KYOSHIN EUROPE LIMITED

NOTES TO THE ACCOUNTS Year ended 31 March 2003

16 OPERATING LEASE COMMITMENTS

At 31 March 2003 the company was committed to making the following payments during the next year in respect of operating leases:

	Land and buildings 2003 £	Other 2003 £	Land and buildings 2002 £	Other 2002 £
Leases which expire:				
Within one year	-	8,511	4,352	9,534
Within two to five years	-	14,527		6,961
	<u>-</u>	23,038	4,352	16,495

17 ULTIMATE PARENT COMPANY

The ultimate parent company and controlling party is Nitto Denko, a company registered in Japan. They own 51% of the share capital in Kyoshin Co Limited, a company registered in Japan, who controls Kyoshin Europe Limited.

18 RELATED PARTY TRANSACTIONS

During the year the company purchased £248,661 (2002 - £74,705) of raw materials from Kyoshin Co Limited, and owed £91,291 (2002 - £18,433) to them at the year-end.

The company also purchased £663,511 (2002 - £646,800) of raw materials from Nitto Europe Limited, and owed £114,114 (2002 - £103,503) to them at the year-end.

19 RECONCILIATION OF OPERATING PROFIT/(LOSS) TO NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES

2003	2002
£	£
20,554	(29,131)
94,232	123,755
(7,700)	(3,101)
(30,805)	(101,896)
(87,335)	(175,950)
107,616	107,527
96,562	(78,796)
	20,554 94,232 (7,700) (30,805) (87,335) 107,616

21

KYOSHIN EUROPE LIMITED

NOTES TO THE ACCOUNTS Year ended 31 March 2003

20 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	377	
Returns on investments and servicing of finance	277	
Interest received	3//	7
Interest paid	(27,448)	(28,432)
	(27,071)	(28,425)
Capital expenditure		
Payments to acquire tangible fixed assets	(5,956)	(33,560)
Receipts from sales of tangible fixed assets	7,700	6,122
	1,744	(27,438)
Financing		
Repayment of borrowings	(52,325)	173,601
ANALYSIS OF NET DEBT		
At 1 April 2002 £	Cash flow £	At 31 March 2003 £
Cash at bank and in hand 137,246	18,910	156,156
Debt due within one year (1,438,280)	52,325	(1,385,955)
Total (1,301,034)	71,235	(1,229,799)