6pm Holdings p.l.c.

Annual Report & Financial Statements

07

Table of Contents

The Management Team

Alan West-Robinson
Chief Executive Officer

Ian Crockford
Finance Director

Emma Diacono
Marketing Manager

Stephen Wightman
Chief Operating Officer

David Alamango
Human Resources Director

Ivan Bartolo
Chief Technical Officer

Peter Bugeja
Operations Director

Hilary Allen
Business Support Manager

Dave Donnelly
Sales Director

Gina Jensen
Finance Manager

Chairman's Statement

Our admission to listing and the success of our initial public offering are a major source of pride for both our company and its group.

Results

Since our inception in July 2007, the initial five month trading period has been an eventful time for our company. Our admission to listing and the success of our initial public offering are a major source of pride for both our company and its group. A number of attractive prospects have borne fruit resulting in very satisfying levels of both revenue and profits.

For the five month trading period, the group registered a profit before tax of GBP275,881. For illustrative purposes, in the entire 2007 trading year 6pm registered a profit before tax of GBP539,051, an improvement of 54% on 2006.

These results were achieved through better marketing of the group's services and products. Group net operating income on a full year illustrative basis for 2007 amounted to GBP606,367 and outpaced group operating expenses, compared to GBP412,216 in 2006. At the balance sheet date, group equity now stands at GBP1,869,414, while total assets have reached GBP3,792,327. It is also satisfying to note that the group has been able to deliver strong returns on equity and assets.

The board of directors declared and approved the payment of an interim dividend in 2008 of GBP100,988 on 2007 group results, representing a net dividend of 45% of distributable profits equivalent to GBP0.013 per share. This dividend will be paid to all shareholders on the company's share register at close of trading on the Malta Stock Exchange on 25 April 2008.

Strategy and Prospects

We are conscious that this performance needs to be sustained if our group is to continue growing. We are at present sounding a number of potential new clients who have approached our subsidiaries for their services and products. Revenue from our main markets is expected to increase further in 2008. Development of new and existing products is also being strengthened as we seek to address our customers' needs in a more tailor-fashioned manner.

The outlook in the sectors our group operates in is very positive at the moment and the effects of fluctuations in financial markets are not predicted to have a significant effect on our performance having refocused our energies more into areas of the public sector where there are committed budgets through to 2010. We wish to make the most of the opportunities being presented through the promotion of Malta and its ICT professionals as quality service providers. The increase in workload has required the engagement of new employees in certain areas of the business.

These improvements in the group's financial position have vindicated the policies pursued by the present board and we hope that the future will continue to prove us right.

I take this opportunity to thank all our shareholders and customers for their enduring trust and support, and my fellow members of the board for their direction and sound advice. Special thanks go to the management and staff, without whose commitment, dedication and diligent work such a performance would not have been possible.

Stephen Marquez
Chairman

CEO's Review

The group's reputation with its customers continues to be outstanding and the dedication, enthusiasm and quality of its people remain the foundation of the company's current and future success.

Overview

6pm Holdings was created to bring together the two pre-existing 6pm Maltese and UK trading entities. This, my first report covers the five month trading period since our inception in July 2007 at which time we had high expectations that the business was equipped to build on the rapid success already enjoyed but as a new single entity and in the more structured and disciplined environment of a plc.

The group's reputation with its customers continues to be outstanding and the dedication, enthusiasm and quality of its people remain the foundation of the company's current and future success.

This first five month trading period saw change in sector spending, software vendor ownership and in the level of business activity with two of 6pm's biggest customers. A lot of this change was anticipated and we have begun the process of capitalising on this by adjusting our sales focus and re-aligning our delivery capability through training and recruitment. Whilst there is still more to do to build upon the progress of previous years, we are confident we have the right ingredients for a successful and sustainable business.

Business Performance

Financial Highlights

During the five month period ended 31 December 2007, the group registered a profit before taxation of GBP275,881. This represents a return of 15% of the shareholders' funds. Profits attributable to shareholders was GBP314,265 and earnings per share for the five month period amounted to GBP0.068.

The gross profit for the period amounted to GBP1,023,459, equivalent to 35% of total revenues. Net operating costs amounted to GBP711,191 which mainly represents employee costs amounting to GBP455,543. A tax credit for the period amounted to GBP38,384 which arose given that the group is eligible to income tax credits on its investments on certain of its tangible and intangible assets.

Group total assets at balance sheet date stood at GBP3,792,327. At the balance sheet date, the group had capitalised intangibles of which GBP1,149,182 represents goodwill on the acquisition of the two subsidiaries.

Receivables amounted to GBP1,717,058. Of these, GBP1,470,018 (or 86%) represent invoiced amounts receivable in respect of services rendered by the group. The group's trade and other payables at the end of the period amounted to GBP885,443. Non-current and current bank loans amounted to GBP130,215.

Shareholders' funds amounted to GBP1,869,414 at the balance sheet date.

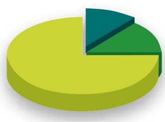
Comparison between full years

From January to December 2007, whilst overall revenues remained fairly static compared to 2006, the group achieved record profit before tax of GBP539,051, representing an increase of over 56%. When taking into consideration an income tax credit of GBP112,591 for the full year, profit after tax amounted to GBP651,642.

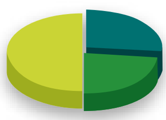
Despite this, our results for the full year period were marginally less than we had forecast due largely to the postponement of a significant level of business from one major client which materialised in the first quarter of FY 2008.

Towards the end of 2007, we saw further decline in the business we were doing with Capgemini and a major UK government department. In November 2007 it was announced that as part of the UK government's comprehensive spending review, this department would be looking to reduce its IT expenditure by 10% by 2010/11.

At the time of listing on the exchange, we recognised that too much of our business was vested in this account. 2007 saw this dependency reduce from 77% in 2006 to 50%.



12 months to 31 Dec 2006
- Development & Other Income 11%
- Resourcing Other Clients 12%
- Resourcing Cap Gemini 77%



12 months to 31 Dec 2007
- Development Other Income 26%
- Resourcing Other Clients 24%
- Resourcing Cap Gemini 50%

Repositioning due to market trends

Over the year we saw increased trading in certain areas and a decline in others from both a sector perspective and also in terms of the services we delivered. This correlated with the market changes we saw emerging including the uncertainty in the UK finance sector and a further emphasis from the big global customers towards business intelligence.

6pm reacted quickly to these new market trends and undertook a comprehensive review of the propositions they were taking to market. We established that the capability to deliver solutions which would rationalise and report on business critical data should be at the top of our capability agenda. With this in mind we created a dedicated Business Intelligence Group and a UK Consultancy Group. These two were established specifically to hit the high revenue, high margin business around Data Warehousing and BusinessObjects™ consultancy.

We consolidated our other propositions into fewer categories but ones which were easier to position and market. These were:

- Resourcing (Direct and Indirect)
- Projects
- Product Solutions
  - Axle Studio, an innovative Business Intelligence product for which 6pm has the exclusive UK rights and the worldwide support rights
  - Tier-3 suite of products which address the security and compliance market
- Support and maintenance

Another key objective for 6pm in 2007 was the establishment of a Project Management Office (PMO). This department is an important measure in improving quality in our delivery and will define and maintain standards for all 6pm's project management across the organisation.

Moving forward

Markets

The end of 2007/start of 2008 saw further decline in the US financial markets which were to quickly impact the UK economy. Whilst we believe that a reduction in consumer spending will primarily hit the retail and finance sectors in the UK, we also anticipate a smaller knock-on effect over a longer term in other private sectors where we have a committed sales focus. Although we don't expect the effect on 6pm to be as significant as it may be for our large competitors, we recognise the need to do more in the Public Sector markets which have a clear commitment from UK Central Government in terms of objectives and associated budgets. Two sectors that fall firmly into this category are Health and Education.

We have begun a major report creation and migration project for the UK government's Learning and Skills department and have an established position in the Health Sector. This is specifically in the programme known as "Connect for Health" (CfH). Working in collaboration with one of the Local Service Providers, we have developed a replicable EDM Solution which we have now started to deliver to a number of Acute and Mental Health Trusts in the UK.

Earlier this year 6pm was appointed "Gold Partner" by Business Objects. This is a prestigious appointment and one which was made in light of our extensive Business Intelligence capability and expertise. Coinciding with this, in recent months Business Objects as well as two of the other largest Business Intelligence vendors, Hyperion and Cognos, were acquired by SAP, Oracle and IBM respectively. Market perception of the likely change in cost of services and delivery quality are still mixed and with its new Gold Partner status, 6pm is ideally placed to capitalise on this sentiment.

Our Strategy

Whilst sales prowess and innovation has always been a key component of our success we recognised from the start that this would only ever be sustainable if the sales force continued to grow and our dependency on the company founders and their personal client relationships declined by comparison. We have made significant investment in our pre-sales and sales team over recent months and now have the strongest sales team we have ever had. Whilst the company founders still have an influence in most major sales opportunities they are no longer pivotal to their success.

To support our increased sales activity and the new opportunities we are generating, our delivery team has to be robust and commensurate. Key Performance Indicators in the areas of staff attrition and recruitment are analysed regularly and with the creation of an HR Director, improved opportunities for personal wealth through a share option scheme together with a process that recognises and acts upon personal aspirations and objectives, we believe 6pm now represents one of the best working environments for IT professionals both in Malta and the UK. We have also now established an office in Gozo (Malta) specifically to draw on the expertise that exists there and to support the government's economic objectives for this locality.

Partnerships have and always will form an important part of our "go to market" strategy for technical services. A relatively small player like 6pm is sometimes better placed working through or in collaboration with larger players in the industry when it comes to providing services to the top echelon of organisations. In the first quarter of 2008 we signed partnership agreements with Sybase, WTL and Hyperwave.

The continued development of our small but totally unique suite of products is very much a part of our strategy going forward. The conceptual simplicity coupled with the unique functionality of these products continues to bring immediate and demonstrable business value to our customers. This year they have been re-branded "Quick™ UI" and Quick™ BI" to better represent their place and value in Systems Development Frameworks such as DSDM. Quick™ BI has been aligned with the BusinessObjects™ product set.

I am pleased to announce that we have moved away from selling price based propositions and are increasingly recognised as a provider of high quality business solutions. Consequently, selling rates across all our propositions are significantly higher than that in any previous trading year. This has a dramatic effect on gross margins and makes a respectable contribution to the achievement of higher revenues. A periphery effect, not to be understated, is better customer perception of the services and solutions we are delivering for "the price". 6pm now find it is increasingly poised to take the high ground in opportunities, engaging at the very top with executives who understand our value and who can expedite decisions.

6pm believe that business strategies must also correlate with challenges experienced and those we can predict. As such we will continue to be sensitive to market conditions and changes and when appropriate, make adjustments where necessary in order to capitalise on the opportunities these may represent.

Our Objectives

The key elements of our strategy to enable us to deliver long term shareholder value are to continue:

- to focus on revenue and earnings growth opportunities in the Public Sector;
- to take the high ground in sales opportunities and increase our margins:
- to improve the quality of our business by increasing the proportion of long-term recurring revenue;
- to improve our systems and processes to create excellence in our service delivery; and
- with our internal stakeholder policy to minimise attrition and attract the best people to our organisation.

Outlook

By adapting to change in the last year, we believe we have secured our future in the sectors which are sustainable and have a propensity for growth in demand. We intend to continue to raise our game in all areas of our business by:

- spreading our risk across a wider customer base through good prospect qualification and by selling solutions that really deliver business value;
- improving our delivery capability driven largely by listening to, caring about and accommodating our employee's needs and aspirations wherever possible; and
- continuing to respond early to new demands in the market with high quality, innovative solutions and services.

Alan West-Robinson
Chief Executive Officer.

Corporate Social Responsibility

At 6pm, our commitment to good governance, ethical conduct and social responsibility is core to our way of doing business, and strongly aligned with our drive to create and increase shareholder value. We have positioned the principles of corporate social responsibility (CSR) at the heart of management, alongside sustained growth with profit.

6pm has a long history of working at the community level to provide support for many worthwhile causes. Our goal is to focus our resources smartly and strategically and ensure that the work we do connects closely to our company and its values and most importantly adds value to the communities in which we do business.

Towards the end of Q1 2007, management made a conscious decision to identify a cause in Malta to which it could make a sustained and substantial contribution. After reading an article on the situation in the Valletta '*Mandragg*' area which highlighted its enormous social problems including drugs, gambling, usury, abuse and theft, we contacted the parish priest to look into the type of help required.

Our directors toured the area and met its residents to assess the situation. We were touched - if not shocked - at the level of poverty that exists on the island. The company and our employees are raising funds to provide the parish with a monthly amount of money sufficient for the subsistence and daily needs of a number of families, who struggle to get by even on a day-to-day basis. These contributions are managed by the Commission for Peace and Justice set up by the Augustinian Community of Valletta. No monetary contributions are given directly to the families.

Besides providing direct benefit to the community, we were also keen to provide opportunities for our staff to get involved. We recognised the fact that financial support only goes so far in alleviating the pressures and putting a smile on the face of those who are less fortunate. Christmas provided the perfect opportunity for 6pm and our employees to get involved personally with these families. A week before the festivities, a group of 6pm employees strolled through the more run-down streets of our Capital City as if Santa's Elves had come out to help by order of Santa Claus himself! We distributed Christmas parcels, hampers packed with Christmas day lunch essentials, toys and home baked goods to the less fortunate families and children in an attempt to deliver some Christmas cheer during this festive season. Earlier in the month we also delivered Christmas trees, decorations, lights, stockings and advent calendars to the homes of the neediest families with younger children.

With new legislation governing NGOs and Foundations now in place, we are in the process of registering a 6pm Charity Foundation that will be governed as per the regulations set out in the Act and whose books will be separate to that of the limited companies. This Foundation will enable us to take our charity and social initiatives a step further.

Being socially and ethically conscious the company has over the years identified, supported and sponsored a number of charity events and worthwhile causes in Malta and in the UK. Besides the sustained support to the families in Valletta, in 2007 6pm and our employees provided financial assistance to baby Nathan Ellul's family. At only a few months old, Nathan suffered ABI – Acquired Brain Damage Injury. He is now in need of expensive healthcare and is in rehabilitation in a top UK hospital.

Our commitment to corporate social responsibility is grounded in the values that define the 6pm community: humanity, humility, integrity and excellence.

6pm were also the main sponsor of the Pink Ball in aid of Breakthrough Breast Cancer held in Stratford Upon Avon, an event that we sponsored again in 2008. The event turned out to be the single biggest fundraising event in Warwickshire for the charity Breakthrough Breast Cancer since 2000.

As a company, 6pm is also keen on nurturing and promoting the Arts and Sports. In 2007 we sponsored an art exhibition by Henry Alamango and supported Ruth Sammut Casingena's project 'Journey', a concert in aid of the Eden Foundation. 6pm was also the main sponsor of the Malta Marauders, the local Rugby Veterans team, for the 2007 season.

Corporate social responsibility is not an afterthought at 6pm. Our commitment to corporate social responsibility is grounded in the values that define the 6pm community: humanity, humility, integrity and excellence. We aspire to lead by example and to add value to the lives that we touch.

Emma Diacono
Marketing Manager

Directors' Report

For the period ended 31 December 2007

Stephen Marquez
Chairman
& Non-Executive Director

Clyde La Rosa
Vice Chairman
& Non-Executive Director

Alan West-Robinson
Chief Executive Officer

The directors present their first report and the audited financial statements of the company for the period ended 31 December 2007.

The parent company

The company 6pm Holdings Limited was incorporated on 28 May 2007. On 23 August 2007 the company became a public company and on the 24 September 2007, 6pm Holdings p.l.c. was listed on the Malta Stock Exchange.

The subsidiaries

6pm Management Consultancy (UK) Ltd (a company registered in the UK) and 6pm Limited became wholly owned subsidiaries of 6pm Holdings Limited on 26 July 2007 and 6 July 2007 respectively. Although the two subsidiary companies operated in a vertically integrated manner prior to the above mentioned dates, they did not share homogeneous ultimate beneficial ownership structure.

Principal activities

The principal activity of the group is the provision of managed IT services and product solutions. The group provides a range of solutions to enable organisations to enhance and optimise business efficiency.

Performance review

During its first five months of operation the group earned a gross profit of GBP1,023,459 on a turnover of GBP2,941,212. Profit before tax for the period amounted to GBP275,881. After taking into consideration net tax credits, the group reported a profit after taxation of GBP314,265.

At the balance sheet date the group reported net assets of GBP1,869,414.

The subsidiary undertakings did not declare dividends during the period under review and therefore the company did not generate dividend income for the period ended 31 December 2007 and reported a loss of GBP3,306 representing administrative expenses for the said period.

Subsequent to the year end, the subsidiary undertakings declared net dividends totalling GBP230,000 which will be accounted for by the company during the financial year ending 31 December 2008.

Result and dividends

The results for the period ended 31 December 2007 are shown in the income statements on page 17. The profit for the period after taxation for the group was GBP314,265. The company reported a loss of GBP3,306.

No dividends were declared by the directors of the company during the period under review as the company did not have distributable reserves as at the balance sheet date.

Subsequent to the balance sheet date the company declared a net interim dividend of GBP100,988.

Ivan Bartolo
Chief Technical Officer

Stephen Wightman
Chief Operating Officer

Ivan Gatt
Company Secretary

Board of Directors

The directors who served during the period were:

Stephen Marquez
Chairman & Non-Executive Director
(appointed on 18 July 2007)

Clyde La Rosa
Vice Chairman & Non-Executive Director
(appointed on 18 July 2007)

Alan West-Robinson
Chief Executive Officer (appointed on 21 August 2007)

Ivan Bartolo
Chief Technical Officer (appointed on incorporation)

Stephen Wightman
Chief Operating Officer (appointed on 21 August 2007)

In accordance with article 55.1 of the company's articles of association, the directors shall be appointed by the shareholders during the forthcoming annual general meeting.

Auditors

A resolution to reappoint Deloitte & Touche as auditors of the company will be proposed at the forthcoming annual general meeting.

Going concern

After reviewing the group's plans for the coming financial years, the directors are satisfied that at the time of approving the financial statements, it is appropriate to continue adopting the going concern basis in preparing the financial statements.

Approved by the board of directors and signed on its behalf on 11 April 2008 by:

Stephen Marquez
Chairman

Alan West-Robinson
Chief Executive Officer

Corporate Governance Statement of Compliance

Pursuant to the Malta Financial Services Authority Listing Rules 8.36 to 8.38 the company is hereby reporting on the extent of its adoption of the "Code of Good Corporate Governance" ("the Code") appended to the said Listing Rules as well as on the measures adopted to ensure compliance therewith.

Compliance

Although the Code is not mandatory, good corporate governance is the responsibility of the board of directors ("the board") and remains a priority for the company. The board believes in its adoption and endorsement and has therefore reviewed the company's compliance with the code and hereby provides its report thereon.

The underlying principles of the Code are the values, ethics and commitment to follow best business practices on the foundations of transparency, disclosures and fairness.

In line with the Code, the board's composition is made up of a non-executive chairman, three executive directors and another non-executive director. All the directors, individually and collectively, are of the appropriate calibre, with the necessary skills and experience to assist them in providing leadership, integrity and judgement in directing the company. Furthermore, the roles of the Chief Executive Officer and the Chairman are separate. To comply with the requirements of the Code as regards the disclosure of directors' remuneration, the board has opted to disclose an aggregate figure. For the financial period under review the aggregate remuneration of the directors of the company amounted to GBP 141,500.

The board considers that the company has been in compliance with the code throughout the period under review.

Board of Directors

The Memorandum and Articles of Association of the company specifically regulates the appointment of directors.

The board currently consists of five members who are appointed/elected by the shareholders. The board is thus composed of a non-executive Chairman, a non-executive Vice-Chairman, an executive Chief Executive Officer (CEO), an executive Chief Operating Officer (COO) and an executive Chief Technical Officer (CTO). The non-executive directors are considered independent as they have no relationship with management or with significant shareholders.

Article 55.1 of the Articles of Association of the company entitles every member with voting rights and holding not less than 0.5 per cent of the issued share capital of the company or a number of members who in the aggregate hold not less than 0.5 per cent of the issued share capital of the company having voting rights to nominate a fit and proper person for appointment as a director of the company.

The board is responsible for the overall long-term direction of the company and the group, for setting the strategy and policies of the group and ensuring that they are pursued through good management practices.

The board meets once a month unless further meetings are required. The board has a formal schedule of matters reserved for it to discuss and includes a review of the market outlook, operational performance and future prospects as well as a financial report.

	Meetings held 6
Members	**Attended**
Stephen Marquez - non executive	5
Clyde La Rosa - non executive	6
Alan West-Robinson	6
Ivan Bartolo	6
Stephen Wightman	6

Directors have access to the advice and services of the company secretary and are regularly informed of their dealing in securities of the company within the parameters of law and the Code.

Going Concern

As required by Listing Rule 9.40.19 and after making the necessary enquiries and after reviewing the company's plans for the coming financial years, the directors are satisfied that at the time of approving the financial statements, the company and the group have adequate resources to continue operating for the foreseeable future.

For this reason, the directors feel it is appropriate to continue adopting the going concern basis in preparing these financial statements.

Committees

The company's Articles provide that the directors may delegate certain powers, authorities and discretions to any person and/or committee appointed by them. Accordingly, the board has established the following committees:

- Audit Committee
- Remuneration Committee

The **Audit Committee** is chaired by the non-executive Chairman and its primary role is to support the main board in terms of quality control of the group's financial reports, its internal controls and in managing the board's relationships with the external auditors. The Committee also considers the arm's length nature of related party transactions that the company carries out.

In terms of the Listing Rules, the composition of the Audit Committee and its terms of reference, have been notified to the Authority. The committee is composed as follows:

	Meetings held 3
Members	**Attended**
Stephen Marquez	3
Clyde La Rosa	3
Ivan Bartolo	3

Other executive directors or members of management are normally requested to attend when required.

The **Remuneration Committee** is responsible for the development and implementation of the remuneration, for devising the appropriate packages needed to attract, retain and motivate executive directors with the right qualities and skills for the proper management of the company, for ensuring compliance with the relevant provisions and regulations of good corporate governance on remuneration and related matters.

	Meetings held 1
Members	**Attended**
Stephen Marquez	1
Clyde La Rosa	1
Ivan Bartolo	1

Internal Control

The board is ultimately responsible for the identification and evaluation of key risks applicable to the different areas of the business, and for ensuring that proper systems of internal controls are in place although this authority is delegated to the CEO within the limits set by the board.

Such a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable, and not absolute, assurance against material misstatement or loss. Through the Audit Committee, the board reviews the process and procedures to ensure the effectiveness of the group's system of internal control.

The key features of the group's system of internal control are as follows:

Organisation

The group operates through the board of directors of subsidiary companies with clear reporting lines and delegation of powers.

Control Environment

The group is committed to the highest standards of business conduct and seeks to maintain these standards across all of its operations. Group policies and employee procedures are in place for the reporting and resolution of negligent activities. The group has an appropriate organisational structure for planning, executing, controlling and monitoring business operations in order to achieve group objectives.

Risk Identification

Group management is responsible for the identification and evaluation of key risks applicable to their areas of business. The board reviews its risk management policies and strategies and oversees their implementation to ensure that identified key risks are properly assessed and managed.

Reporting

Functional, operating and financial reporting standards are applicable to all entities of the group. These are supplemented by operating standards set, as required, by the board. Systems and procedures are in place to identify, control and to report on the major risks including customer credit risk, changes in the market prices and condition, liquidity and operational error. Exposure to these risks is monitored by the Audit Committee. The board receives periodic management information giving comprehensive analysis of financial and business performance including variances against budgets.

Term and Remuneration

The Annual General Meeting of shareholders approves the maximum annual aggregate remuneration which the directors may receive for the holding of their office.

In the prospectus, the offerors declared that the aggregate amount of remuneration paid to all executive and non-executive directors of the company for a financial year, as authorised by the shareholders, shall be GBP380,000. Further details about the remuneration received by directors during the period, is provided in the Notes to the Financial Statements.

The Remuneration Committee makes proposals to the board on the remuneration policy for executive directors. No executive director is involved in deciding his own remuneration.

Furthermore, no director is entitled to profit-sharing or pension benefits from the company or other member of the group.

Corporate Social Responsibility

The company understands that it has an obligation towards society at large to put into practice sound principles of Corporate Social Responsibility (CSR). Therefore the company is committed to playing a leading and effective role in the country's sustainable development, whilst tangibly proving itself to be a responsible and caring citizen of the community in which it operates.

In its dealings with its employees the company seeks to put into practice good CSR principles. The company considers itself to be a good employer, encouraging open communication and personal development whilst creating opportunities based on performance, creativity and initiative. The company is committed towards social investment and the quality of life of its work force and their families, as well as of the local communities it supports. Various initiatives have been organised throughout the period by the company within the context of the group-wide strategy.

Annual General Meeting and other communications with shareholders

The company values its dialogue with all its shareholders.

Within six months from the end of the financial period end, an Annual General Meeting (AGM) will be convened for which all eligible shareholders are served with a notice to attend in terms of the Companies Act. The notice shall contain all the resolutions proposed for approval by the AGM and, as necessary, notes accompanying such resolutions.

Advance notification of the resolutions proposed is also given by way of a company announcement as soon as these are decided and approved, normally at the same board meeting that approves the financial statements. The board also considers the annual report to be an effective document which, in addition to the statutory disclosures, contains detailed information about the company and the group's performance.

During the AGM, the board will ensure that information is communicated to shareholders in a transparent and accountable manner. The AGM will be held primarily to consider the financial statements of the company and the group, the directors' and auditors' report for the period, to decide on dividends recommended by the board, to elect the directors and to appoint and fix the remuneration of the auditors.

Company announcements are also issued periodically by the company secretary in accordance with the Listing Rules either via the Authority or the media as the case may be. At the time of the AGM or significant events affecting the company or the group, public meetings are held with institutional investors, financial intermediaries and stockbrokers.

The board complies with the rules prescribed by the company's Memorandum and Articles, as well as all legislation, rules and regulations that oblige it to maintain a fair and informed market in the company's equity securities. It discharges its obligations by having in place formal procedures for dealing with potentially price-sensitive information and ensuring the proper conduct of its officers and staff in that regard. These procedures are incorporated in an 'Internal Code of Dealing' which is drawn up in accordance with the requirements of the Listing Rules, and which applies to all directors and employees of the group. Directors and employees are also notified and reminded by the company secretary to observe the 'time-windows' accompanying the publication of half-yearly and annual financial results during which no dealings in the company's equity securities are allowed.

The company's presence is also on the worldwide web through its website at www.6pmmalta.com, which contains company spotlight, news and information sections.

Strategic Planning

Group business entities participate in periodic strategic reviews and workshops, which include consideration of long-term financial projections and the evaluation of business alternatives. Each business entity prepares regular budgets and strategic plans, which are incorporated into a Group Strategic Plan for consideration and approval by the board. Performance against these plans is actively monitored and reported to the board.

Approved by the board of directors and signed on its behalf on 11 April 2008 by:

Stephen Marquez
Chairman

Alan West-Robinson
Chief Executive Officer

Independent Auditor's Report

on Corporate Governance

Deloitte.

Deloitte & Touche
Certified Public Accountants
Assurance, Accounting &
Advisory Services
1, Col. Savona Street,
Sliema SLM 1231,
Malta

Tel: +356 2134 5000, 2133 5290
Fax: +356 2134 4443, 2133 2606
info@deloitte.com.mt
www.deloitte.com.mt

VAT Reg No: MT13098006

In accordance with the Listing Rules 8.37 any 8.38 issued by the Malta Financial Services Authority, the directors are required to include in their Annual Report a Statement of Compliance to the extent to which they have adopted the Code of Principles of Good Corporate Governance and the effective measures that they have taken to ensure compliance with these principles.

Our responsibility is laid down in Listing Rule 8.39, which requires us to include a report on the Statement of Compliance.

We read the Statement of Compliance and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information included in the annual report.

We are not required to perform additional work necessary to, and we do not, express any opinion on the effectiveness of either the company's or the group's systems of internal control or their corporate governance procedures.

In our opinion, the Statement of Compliance, set out on pages 12 to 14, has been properly prepared in accordance with the requirements of Listing Rules 8.37 and 8.38.

Paul Darmanin

DELOITTE & TOUCHE
Certified Public Accountants

11 April 2008

Audit. Tax. Consulting. Corporate Finance.

A member firm of
Deloitte Touche Tohmatsu

Statement of Directors' Responsibilities

The Maltese Companies Act (Chap. 386) requires that the directors prepare financial statements which give a true and fair view of the state of affairs of the company and the group at the end of each financial period and of the profit or loss of the company and its group for the period then ended. In preparing the financial statements, the directors should:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the company and the group will continue in business.

The directors are responsible for ensuring that proper accounting records are kept which disclose with reasonable accuracy at any time the financial position of the company and the group and which enable the directors to ensure that the financial statements comply with the Companies Act (Chap. 386). This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. The directors are also responsible for safeguarding the assets of the company and the group, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of the Directors

Pursuant to Listing Rule 9.40.5

We the undersigned declare that to the best of our knowledge the separate financial statements set out on pages 17 to 39 are prepared in accordance with the requirements of International Financial Reporting Standards and the consolidated financial statements set out on pages 17 to 39 are prepared in accordance with the requirements of International Financial Report Standards as adopted by the EU, and that these financial statements give a true and fair view of the assets, liabilities, financial position and profit and loss of the company and the group and that the Directors' Report includes a fair review of the development and performance of the business and the position of the company and the group. A description of the principal risks and the uncertainties that they face are disclosed in the financial statements.

Signed on behalf of the board of directors on 11 April 2008 by:

Stephen Marquez
Chairman

Alan West-Robinson
Chief Executive Officer

Income statements

Period ended 31 December 2007

	Note	Group 2007 GBP	Holding company 2007 GBP
Revenue	*6*	**2,941,212**	**-**
Cost of sales		**(1,917,753)**	**-**
Gross profit		**1,023,459**	**-**
Administrative expenses		**(711,191)**	**(3,306)**
Operating profit/(loss)		**312,268**	**(3,306)**
Finance costs	*7*	**(36,387)**	**-**
Profit/(loss) before tax	*8*	**275,881**	**(3,306)**
Income tax credit	*11*	**38,384**	**-**
Profit/(loss) for the period		**314,265**	**(3,306)**
Earnings per share	*5*	**GBP 0.068**	

The reported results of the group represents the results of the subsidiaries from the date control was established during the month of July, together with the results of the holding company since its inception. The results of the holding company relate to the results since its inception.

Balance sheets

31 December 2007

	Note	Group 2007 GBP	Holding company 2007 GBP
ASSETS AND LIABILITIES			
Non-current assets			
Intangible assets	*12*	**1,477,453**	**-**
Property, plant and equipment	*13*	**137,445**	**-**
Investments in subsidiaries	*14*	**-**	**1,498,420**
Deferred tax assets	*15*	**413,314**	**-**
		2,028,212	**1,498,420**
Current assets			
Trade and other receivables	*16*	**1,717,058**	**-**
Cash and cash equivalents	*20*	**47,057**	**1,274**
		1,764,115	**1,274**
Total assets		**3,792,327**	**1,499,694**
Current liabilities			
Trade and other payables	*17*	**885,443**	**3,000**
Bank overdrafts and loans	*18*	**916,086**	**-**
Current tax liabilities		**23,026**	**-**
		1,824,555	**3,000**
Non-current liabilities			
Bank loans	*18*	**98,358**	**-**
Total liabilities		**1,922,913**	**3,000**
Net assets		**1,869,414**	**1,496,694**
EQUITY			
Share capital	*19*	**1,500,000**	**1,500,000**
Retained earnings/(accumulated losses)		**314,265**	**(3,306)**
Exchange reserve		**55,149**	**-**
Total equity		**1,869,414**	**1,496,694**

These financial statements were approved by the board of directors, authorised for issue on 11 April 2008 and signed on its behalf by:

Stephen Marquez
Chairman

Alan West-Robinson
Chief Executive Officer

Statement of changes in equity – Group

Period ended 31 December 2007

	Share capital GBP	Exchange reserve GBP	Retained earnings GBP	Total GBP
Exchange differences arising on translation of foreign operation	-	55,149	-	55,149
Net income recognised directly in equity	-	55,149	-	55,149
Profit for the period	-	-	314,265	314,265
Total recognised income and expense for the period	-	55,149	314,265	369,414
Issue of share capital	1,500,000	-	-	1,500,000
Balance at 31 December 2007	**1,500,000**	**55,149**	**314,265**	**1,869,414**

Statement of changes in equity – Holding company

Period ended 31 December 2007

	Share capital GBP	Accumulated losses GBP	Total GBP
Loss for the period	-	(3,306)	(3,306)
Total recognised income and expense for the period	-	(3,306)	(3,306)
Issue of share capital	1,500,000	-	1,500,000
Balance at 31 December 2007	**1,500,000**	**(3,306)**	**1,496,694**

Cash flow statements

Period ended 31 December 2007

	Note	Group 2007 GBP	Holding company 2007 GBP
Cash flows from operating activities			
Profit/(loss) before tax		**275,881**	**(3,306)**
Adjustments for:			
Depreciation and amortisation		**42,353**	**-**
Interest expense		**36,387**	**-**
Operating profit/(loss) before working capital movements		**354,621**	**(3,306)**
Movement in trade and other receivables		**(474,224)**	**-**
Movement in trade and other payables		**(54,494)**	**3,000**
Cash flows from operations		**(174,097)**	**(306)**
Income taxes paid		**(55,706)**	**-**
Interest paid		**(37,723)**	**-**
Net cash flows from operating activities		**(267,526)**	**(306)**
Cash flows from investing activities			
Purchase of property, plant and equipment		**(38,101)**	**-**
Payments to acquire intangible assets		**(61,986)**	**-**
Net cash flows from investing activities		**(100,087)**	**-**
Cash flows from financing activities			
Proceeds from issue of share capital		**1,580**	**1,580**
Movements in bank borrowings		**(6,141)**	**-**
Net cash flows from financing activities		**(4,561)**	**1,580**
Net movement in cash and cash equivalents		**(372,174)**	**1,274**
Cash and cash equivalents assumed on acquisition of subsidiaries		**(409,849)**	**-**
Effect of foreign exchange rate changes		**(55,149)**	**-**
Cash and cash equivalents at the end of the period	*20*	**(837,172)**	**1,274**

Notes to the financial statements

31 December 2007

1 Basis of preparation

The consolidated and separate financial statements (the "financial statements") have been prepared and presented in accordance with the provisions of the Companies Act (Chap. 386), enacted in Malta (the "Act"), which requires adherence to International Financial Reporting Standards ("IFRSs"). In the case of the group, Article 4 of Regulation 1606/2002/EC (the "Regulation") requires that, for each financial period starting on or after 1 January 2005, companies governed by the law of an EU Member State shall prepare their consolidated financial statements in conformity with IFRSs as adopted by the EU (the "EU-endorsed IFRSs") if, at their balance sheet date, their securities are admitted to trading on a regulated market of any EU Member State. This Regulation prevails over the provisions of the Act to the extent that the said provisions of the Act are incompatible with the provisions of the Regulation.

EU-endorsed IFRSs may differ from IFRSs as published by the International Accounting Standards Board ("IASB") if, at any point in time, new or amended IFRSs have not been endorsed by the EU. At 31 December 2007, there were no unendorsed standards effective for the period ended 31 December 2007 affecting these consolidated financial statements, and therefore there is no difference between IFRSs as adopted by the EU and IFRSs as issued by the IASB in terms of their application to the group.

The financial statements have been prepared on the historical cost basis. The significant accounting policies adopted are set out below.

2 Significant accounting policies

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the holding company and entities controlled by the holding company. Control is achieved where the holding company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The results of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Where necessary, in preparing these consolidated financial statements, appropriate adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by group entities. Intragroup balances, transactions, income and expenses are eliminated on consolidation.

The acquisition of subsidiaries is accounted for by applying the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control, plus any costs directly attributable to the business combination. An adjustment to the cost of the combination contingent on future events is included to the extent that the adjustment is probable and can be measured reliably. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognised at their fair values at the acquisition date.

Any excess of the cost of the business combination over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised at the date of acquisition is recognised as goodwill. The goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Any excess of the group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the business combination, after reassessment, is recognised immediately in profit or loss.

Investments in subsidiaries

Investments in subsidiaries are accounted for in the separate financial statements of the holding company on the basis of the direct equity interest and are stated at cost less any accumulated impairment losses. Income from the investment is recognised only to the extent of distributions received by the company from post-acquisition profits. Distributions received in excess of such profits are regarded as a recovery of investment and are recognised as a reduction of the cost of the investment.

Notes to the financial statements

31 December 2007

2 Significant accounting policies *(continued)*

Property, plant and equipment

The group's property, plant and equipment are classified into the following classes – motor vehicles, furniture, fittings and other equipment.

Property, plant and equipment are initially measured at cost. Subsequent costs are included in the asset's carrying amount when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. Expenditure on repairs and maintenance of property, plant and equipment is recognised as an expense when incurred.

Property, plant and equipment are stated at cost less any accumulated depreciation and any accumulated impairment losses.

Property, plant and equipment are derecognised on disposal or when no future economic benefits are expected from their use or disposal. Gains or losses arising from derecognition represent the difference between the net disposal proceeds, if any, and the carrying amount, and are included in profit or loss in the period of derecognition.

Depreciation

Depreciation commences when the depreciable assets are available for use and is charged to profit or loss so as to write off the cost, less any estimated residual value, over their estimated useful lives, using the straight-line method, on the following bases:

Motor vehicles	20% per annum
Furniture, fittings and other equipment	20% - 30% per annum

The depreciation method applied, the residual value and the useful life are reviewed, and adjusted if appropriate, at each balance sheet date.

Intangible assets

An intangible asset is recognised if it is probable that the expected future economic benefits that are attributable to the asset will flow to the group and the cost of the asset can be measured reliably.

Intangible assets are initially measured at cost. Expenditure on an intangible asset is recognised as an expense in the period when it is incurred unless it forms part of the cost of the asset that meets the recognition criteria.

The useful life of intangible assets is assessed to determine whether it is finite or indefinite. Intangible assets with a finite useful life are amortised. Amortisation is charged to profit or loss so as to write off the cost of intangible assets less any estimated residual value, over their estimated useful lives. The amortisation method applied, the residual value and the useful life are reviewed, and adjusted if appropriate, at each balance sheet date.

Intangible assets are derecognised on disposal or when no future economic benefits are expected from their use or disposal. Gains or losses arising from derecognition represent the difference between the net disposal proceeds, if any, and the carrying amount, and are included in profit or loss in the period of derecognition

Notes to the financial statements

31 December 2007

2 Significant accounting policies *(continued)*

Property, plant and equipment *(continued)*

(i) Research and development costs

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from the group's development of software is recognised only if all of the following can be demonstrated by the group:

(a) the technical feasibility, the availability of resources and the intention and ability of completing the asset so that it will be available for use or sale,

(b) how the asset will generate probable future economic benefits, and

(c) the ability to measure reliably the expenditure attributable to the asset during its development.

Where no internally-generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred. After initial recognition, internally-generated intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally-generated intangible assets are amortised on a straight-line basis over their estimated useful lives from the date when they become available for use, which is generally assumed to be five years.

(ii) Computer software

In determining the classification of an asset that incorporates both intangible and tangible elements, judgement is used in assessing which element is more significant. Computer software which is an integral part of the related hardware is classified as property, plant and equipment and accounted for in accordance with the group's accounting policy on property, plant and equipment. Where the software is not an integral part of the related hardware, this is classified as an intangible asset and carried at cost less any accumulated amortisation and any accumulated impairment losses. Computer software classified as an intangible asset is amortised on a straight-line basis over ten years.

Financial instruments

Financial assets and financial liabilities are recognised on the balance sheet when the entity becomes party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially recognised at their fair value plus directly attributable transaction costs for all financial assets or financial liabilities not classified at fair value through profit or loss.

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when the entity has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when the contractual rights to the cash flows from the financial assets expire or when the entity transfers the financial asset and the transfer qualifies for derecognition.

Financial liabilities are derecognised when they are extinguished. This occurs when the obligation specified in the contract is discharged, cancelled or expires.

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Notes to the financial statements

31 December 2007

2 Significant accounting policies *(continued)*

Financial instruments *(continued)*

The terms of financial instruments that are issued, the substance of the contractual arrangement and the definitions of a financial liability and an equity instrument are evaluated to determine whether the financial instruments are financial liabilities or equity instruments or whether they contain both a liability and an equity component, in which case such components are classified separately as financial liabilities and equity instruments.

(i) Trade receivables

Trade receivables are classified with current assets and are stated at their nominal value unless the effect of discounting is material, in which case trade receivables are measured at amortised cost using the effective interest method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired.

(ii) Bank borrowings

Subsequent to initial recognition, interest-bearing bank loans are measured at amortised cost using the effective interest method.

Subsequent to initial recognition, interest-bearing bank overdrafts are carried at face value in view of their short-term maturities.

(iii) Other borrowings

Subsequent to initial recognition, other borrowings are measured at amortised cost using the effective interest method unless the effect of discounting is immaterial.

(iv) Trade payables

Trade payables are classified with current liabilities and are stated at their nominal value unless the effect of discounting is material in which case trade payables are measured at amortised cost using the effective interest method.

(v) Shares issued by the holding company

Ordinary shares issued by the holding company are classified as equity instruments.

Redemptions or refinancings of equity instruments are recognised as changes in equity.

Impairment

All assets are tested for impairment except for deferred tax assets. At each balance sheet date the carrying amount of assets, including cash-generating units are reviewed to determine whether there is any indication or objective evidence of impairment, as appropriate, and if any such indication or objective evidence exists, the recoverable amount of the asset is estimated.

Goodwill arising on the acquisition of subsidiaries is tested for impairment annually and whenever there is an indication of impairment.

An impairment loss is the amount by which the carrying amount of an asset exceeds its recoverable amount.

Notes to the financial statements

31 December 2007

2 Significant accounting policies *(continued)*

Impairment (continued)

The recoverable amount is the higher of fair value less costs to sell (which is the amount obtainable from sale in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal) and value in use (which is the present value of the future cash flows expected to be derived, discounted using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset). Where the recoverable amount is less than the carrying amount, the carrying amount of the asset is reduced to its recoverable amount, as calculated.

Goodwill is allocated to the group's cash-generating units expected to benefit from the synergies of the combination. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised. The impairment loss is allocated first to reduce the carrying amount of any goodwill allocated and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit.

Impairment losses are recognised immediately in profit or loss, unless the asset is carried at a revalued amount, in which case, the impairment loss is recognised directly against the asset's revaluation surplus to the extent that the impairment loss does not exceed the amount in the revaluation surplus for that asset.

An impairment loss recognised in a prior year is reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years.

An impairment loss recognised for goodwill is not reversed in a subsequent period.

Impairment reversals are recognised immediately in profit or loss, unless the asset is carried at a revalued amount, in which case, the impairment reversal is recognised directly in equity, unless an impairment loss on the same asset was previously recognised in profit or loss.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for services provided in the normal course of business, net of value-added tax and discounts, where applicable. Revenue is recognised to the extent that it is probable that future economic benefits will flow to the company or the group and these can be measured reliably. The following specific recognition criteria must also be met before revenue is recognised:

Provision of services

Revenue from the provision of services is recognised in the period in which the services are rendered, by reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided. For practical purposes, when services are performed by an indeterminate number of acts over a specified period of time, revenue is recognised on a straight-line basis over the specified period unless there is evidence that some other method better represents the stage of completion.

Borrowing costs

Borrowing costs include the costs incurred in obtaining external financing.

Borrowing costs are recognised as an expense in profit or loss in the period in which they are incurred.

Notes to the financial statements

31 December 2007

2 Significant accounting policies *(continued)*

Taxation

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the current and deferred tax is also dealt with in equity.

The charge/credit for current tax is based on the taxable result for the period. The taxable result for the period differs from the result as reported in profit or loss because it excludes items which are non-assessable or disallowed and it further excludes items that are taxable or deductible in other periods. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets, including deferred tax assets for the carry forward of unused tax losses and unused tax credits, are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences (or the unused tax losses and unused tax credits) can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither accounting profit nor taxable profit.

Deferred tax liabilities are not recognised for taxable temporary differences arising on investments in subsidiaries where the group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets are recognised for deductible temporary differences arising on investments in subsidiaries where it is probable that taxable profit will be available against which the temporary difference can be utilised and it is probable that the temporary difference will reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be utilised.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against liabilities and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities/assets are expected to be settled or recovered.

Employee benefits

Contributions towards the state pension are made in accordance with local legislation. The only obligation is to make the required contributions. Costs are expensed in the period in which they are incurred.

Notes to the financial statements

31 December 2007

2 Significant accounting policies *(continued)*

Currency translation

The financial statements of the group and of the holding company are presented in the Pound Sterling, being the functional currency of the holding company or the currency of the primary economic environment in which it operates. Transactions denominated in currencies other than the functional currency are translated at the exchange rates ruling on the date of transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are re-translated to the functional currency at the exchange rate ruling at year-end. Exchange differences arising on the settlement and on the re-translation of monetary items are dealt with in profit or loss.

For the purpose of presenting these consolidated financial statements, income and expenses of the group's foreign operations are translated to Pound Sterling at the exchange rates ruling on the date of transaction. Assets and liabilities of the group's foreign operations are translated to Pound Sterling at the exchange rate ruling at the balance sheet date. Exchange differences are recognised within the Exchange Reserve as a separate component of equity. Such differences are recognised in profit or loss in the period in which the foreign operation is disposed of. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

Foreign exchange gains and losses are included within operating profit/(loss) except in the case of significant exchange differences arising on non-operating activities, which are classified within the appropriate line item in the income statement.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and demand deposits. Bank overdrafts that are repayable on demand and form an integral part of the group's or the company's cash management are included as a component of cash and cash equivalents for the purpose of the cash flow statement and are presented in current liabilities on the balance sheet.

Dividends

Dividends to holders of equity instruments are recognised as liabilities in the period in which they are declared.

3 Judgements in applying accounting policies and key sources of estimation uncertainty

In the process of applying the group's and the company's accounting policies, management has made no judgements which can significantly affect the amounts recognised in the financial statements and, at the balance sheet date, there were no key assumptions concerning the future, or any other key sources of estimation uncertainty, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4 International Financial Reporting Standards in issue but not yet effective

The directors anticipate that the adoption of International Financial Reporting Standards that were in issue at the date of authorisation of these financial statements but not yet effective will have no material impact on these financial statements in the period of initial application.

Notes to the financial statements

31 December 2007

5 Earnings per share

The earnings per share for the group has been calculated on the profits attributable to shareholders as recognised in the consolidated income statement divided by the weighted average number of ordinary shares outstanding during the period.

The weighted average number of ordinary shares amounted to 4.6 million.

6 Revenue

Revenue represents the amount receivable for services rendered during the year, net of any indirect taxes. The group's turnover was all undertaken in the United Kingdom. The contribution of the various activities of the group to turnover which are in respect of continuing activities are set out below:

	Group 2007 GBP
By activity:	
Resourcing	**2,084,111**
Development and other income	**857,101**
	2,941,212

Notes to the financial statements

31 December 2007

7 Finance costs

	Group 2007 GBP	Holding company 2007 GBP
Interest on bank borrowings	**36,387**	-

8 Profit/(loss) before tax

	Group 2007 GBP	Holding company 2007 GBP
This is stated after charging:		
Auditors' remuneration	**10,833**	**3,000**
Depreciation on property, plant and equipment	**22,737**	-
Amortisation of intangible assets	**19,616**	-
Net exchange differences	**7,818**	-

9 Key management personnel compensation

	Group 2007 GBP	Holding company 2007 GBP
Directors' compensation:		
Short-term benefits:		
Management remuneration	**141,500**	-
Other key management personnel compensation:		
Short-term benefits:		
Salaries and social security contributions	**88,083**	-
Total key management personnel compensation:		
Short-term benefits	**229,583**	-

Included within Directors' compensation is GBP16,293 which was capitalised with software development costs.

Notes to the financial statements

31 December 2007

10 Staff costs and employee information

	Group 2007 GBP	Holding company 2007 GBP
Staff costs:		
Wages and salaries	**827,144**	-
Social security costs	**43,586**	-
	870,730	-

The average number of persons employed by the group and the holding company during the period, including executive directors, was made up as follows:

	Group 2007 Number	Holding company 2007 Number
Service	**44**	-
Administration	**10**	-
Sales	**6**	-
	60	-

11 Income tax credit

	Group 2007 GBP	Holding company 2007 GBP
Current tax expense	**35,804**	-
Deferred tax credit (note 15)	**(74,188)**	-
	(38,384)	-

Tax applying the statutory domestic income tax rate and the income tax credit for the period are reconciled as follows:

	Group 2007 GBP	Holding company 2007 GBP
Profit/(loss) before tax	**275,881**	**(3,306)**
Tax at the applicable rate of 35%	**96,558**	**(1,157)**
Tax effect of :		
Income taxed at rates other than 35%	**(54,612)**	-
Marginal tax relief arising on UK profits	**(8,984)**	-
Disallowed expenses	**11,687**	**1,157**
Movement in unabsorbed investment tax credits	**(83,033)**	-
Income tax credit for the period	**(38,384)**	-

Notes to the financial statements

31 December 2007

12 Intangible assets

	Computer software GBP	Developed software GBP	Web page design GBP	Goodwill GBP	Total GBP
Cost					
Acquisitions through business combinations	257,585	115,829	2,355	1,149,182	1,524,951
Additions	1,455	-	-	-	1,455
Internal development	-	60,531	-	-	60,531
Net foreign currency exchange differences	22,723	7,572	207	-	30,502
At 31.12.2007	281,763	183,932	2,562	1,149,182	1,617,439
Accumulated amortisation					
Acquisitions through business combinations	78,436	28,814	2,355	-	109,605
Provision for the period	5,377	14,239	-	-	19,616
Net foreign currency exchange differences	8,016	2,542	207	-	10,765
At 31.12.2007	91,829	45,595	2,562	-	139,986
Carrying amount at 31.12.2007	**189,934**	**138,337**	**-**	**1,149,182**	**1,477,453**

The amortisation expense is included in the line item 'administrative expenses' in the income statement.

13 Property, plant and equipment

	Furniture, fittings and other equipment GBP	Motor vehicles GBP	Total GBP
Cost			
Acquisitions through business combinations	172,359	70,314	242,673
Additions	38,101	-	38,101
Net foreign currency exchange differences	13,507	6,189	19,696
At 31.12.2007	223,967	76,503	300,470
Accumulated depreciation			
Acquisitions through business combinations	118,755	9,922	128,677
Provision for the period	17,671	5,066	22,737
Net foreign currency exchange differences	10,448	1,163	11,611
At 31.12.2007	146,874	16,151	163,025
Carrying amount at 31.12.2007	**77,093**	**60,352**	**137,445**

Notes to the financial statements

31 December 2007

14 Investment in subsidiaries

In the separate financial statements shares in subsidiary undertakings are accounted for at cost.

The group financial statements consolidate the results and position of the following subsidiary undertakings which all have co-terminous year ends with that of the holding company:

	Group % of equity capital held 2007 %
6pm Limited, 6pm House, 188, 21st September Avenue, Naxxar NXR 1012 Malta.	**99.99**
6pm Management Consultancy (UK) Limited, 94 Cross Drove, Coates, Whittlesey, Peterborough, PE7 2HJ, United Kingdom.	**100**

15 Deferred tax

The balance at 31 December 2007 for the group and the company can be analysed as follows:

	Acquired through business combinations GBP	Exchange differences GBP	Movement for the period GBP	**2007 GBP**
Arising on:				
Excess of tax allowances over depreciation	(5,673)	(492)	1,649	**(4,516)**
Unabsorbed investment tax credits	313,383	31,908	72,539	**417,830**
	307,710	31,416	74,188	**413,314**

16 Trade and other receivables

	Group 2007 GBP	**Holding company 2007 GBP**
Trade receivables	**1,470,018**	**-**
Other receivables	**124,404**	**-**
Prepayments and accrued income	**122,636**	**-**
	1,717,058	**-**

No interest is charged on trade and other receivables.

Notes to the financial statements

31 December 2007

17 Trade and other payables

	Group 2007 GBP	Holding company 2007 GBP
Trade payables	**467,792**	-
Other payables	**101,169**	-
Accruals and deferred income	**316,482**	**3,000**
	885,443	**3,000**

No interest is payable on trade and other payables.

18 Bank overdrafts and loans

	Group 2007 GBP	Holding company 2007 GBP
Bank overdrafts	**884,229**	-
Bank loans	**130,215**	-
	1,014,444	-
Less: amount due for settlement within 12 months (shown under current liabilities)	**(916,086)**	-
Amount due for settlement after 12 months	**98,358**	-
Bank overdrafs and loans are repayable as follows:		
On demand or within one year	**916,086**	-
In the second year	**32,726**	-
In the third year	**35,390**	-
In the fourth year	**30,242**	-
	1,014,444	-

The carrying amounts of the group's borrowings are denominated as follows:

	In Lm GBP	In GBP GBP	Total GBP
Bank overdrafts	211,990	672,239	**884,229**
Bank loans	130,215	-	**130,215**
	342,205	672,239	**1,014,444**

The bank overdraft and loans denominated in Lm bear interest at 3.5% per annum over the Bank's Base Rate and are secured by general hypothecs over certain assets of the group.

The overdraft denominated in GBP is based on an invoice discounting facility up to a funding limit of 85% of eligible debts and bears a discounting charge of 1% above the sterling base rate per annum quoted by the Royal Bank of Scotland plc together with a service charge of 0.225% of the Notified Value of each debt. This facility is secured by way of a fixed and floating charge over trade debtors.

Notes to the financial statements

31 December 2007

19 Share capital

	2007 Authorised, issued and called up GBP
7,500,000 Ordinary Shares of GBP 0.20 each (all of which have been issued and called up)	**1,500,000**

On 28 May 2007 the company was incorporated with an issued share capital of 1,000 Ordinary Shares of Lm1 each, 20% paid up.

On 15 June 2007 the company converted the currency in which its share capital is denominated from Maltese Lira (Lm) to Pound Sterling (GBP) to bring its issued share capital equal to 1,580 Ordinary Shares of GBP1 each, 20% paid up.

On 15 August 2007 the company increased the issued share capital to GBP500,000. The GBP498,420 increase in issued and called up share capital was effected via an exchange of shares for 99.99% of the share capital of 6pm Limited.

On 20 August 2007 the company called up the remaining 80% on 1,580 Ordinary Shares of GBP1 each bringing the shares fully paid up.

On 21 August 2007 the company increased the issued share capital to GBP1,500,000. The GBP1,000,000 increase in issued and called up share capital was effected via an exchange of shares for 100% of the share capital of 6pm Management Consultancy (UK) Limited.

By virtue of a resolution dated 22 August 2007 the shareholders made a share split whereby each share having a nominal value of GBP1 was sub-divided into five shares of a nominal value of GBP0.20 each.

20 Cash and cash equivalents

Cash and cash equivalents included in the cash flow statement comprise the following balance sheet amounts:

	Group 2007 GBP	Holding company 2007 GBP
Cash at bank and on hand	**47,057**	**1,274**
Bank overdrafts	**(884,229)**	**-**
Cash and cash equivalents in the cash flow statement	**(837,172)**	**1,274**

21 Significant non-cash transactions

On 15 August 2007, the company acquired 99.99% of 6pm Limited in exchange for 498,420 Ordinary Shares of GBP1 each.

On 21 August 2007, the company acquired 100% of 6pm Management Consultancy (UK) Limited in exchange for 1,000,000 Ordinary Shares of GBP1 each.

Notes to the financial statements

31 December 2007

22 Acquisition of subsidiaries

The net assets acquired of the subsidiaries as described in note 19 to the financial statements , and the goodwill arising on such acquistions, are described as follows:

	Acquirees' carrying amount before acquisition GBP	Fair value GBP
Non-current assets:		
Tangible assets	**113,996**	**113,996**
Intangible assets	**266,164**	**266,164**
Deferred tax	**307,710**	**307,710**
Current assets:		
Receivables	**1,195,979**	**1,195,979**
Current liabilities:		
Payables	**(986,826)**	**(986,826)**
Cash and cash equivalents	**(409,849)**	**(409,849)**
Bank loans	**(136,356)**	**(136,356)**
	350,818	**350,818**
Goodwill on acquisition		**1,149,182**
		1,500,000

On 23 August 2007 the company became a public company and on the 24 September 2007, 6pm Holdings p.l.c. was listed on the Malta Stock Exchange. 6pm Management Consultancy (UK) Ltd (a company registered in the UK) and 6pm Limited became fully owned subsidiaries of 6pm Holdings Limited on 26 July 2007 and 6 July 2007 respectively. The group provides a range of solutions to enable organisations to enhance and optimise business efficiency. The group's services mainly consist of managed services and product solutions.

Included in the consolidated profit for the period is GBP317,671 attributable to the acquisition of the two subsidiaries.

As further described in note 19 the company issued 1,500,000 shares for the acquisition of two companies. The fair value of the shares issued, amounting to GBP1,500,000, represents the fair value of the company's equity instruments at the date of exchange. This fair value was determined on the basis of the fair value of the company's net assets per share.

The goodwill arising on the acquisition of the two subsidiaries is in relation to the benefit of expected synergies and revenue growth. These benefits cannot be recognised separately from goodwill.

The recoverable amount of the cash generating unit for impairment testing purposes has been based on fair value less cost to sell, which has been determined on the company's listed price at the balance sheet date.

Notes to the financial statements

31 December 2007

23 Related party disclosures

The holding company is the parent company of the undertakings highlighted in note 14.

During the period under review in addition to transactions with key management personnel as disclosed in note 9 to the financial statements the group entered into transactions with related parties as set out below:

	Related party activity GBP	2007 Total activity GPB	%
Administrative expense:			
Related party transactions with:			
Shareholders	**17,939**	**711,191**	**2**

24 Fair values of financial assets and financial liabilities

At 31 December 2007 the carrying amounts of financial assets and financial liabilities classified with current assets and current liabilities respectively approximated their fair values due to the short term maturities of these assets and liabilities. The fair values of non-current financial liabilities are not materially different from their carrying amounts.

25 Events after the balance sheets date

Subsequent to the year end the subsidiary undertakings declared net dividends totaling GBP230,000 which will be accounted for by the holding company during the financial year ending 31 December 2008.

Furthermore subsequent to the balance sheet date the holding company declared a net interim dividend of GBP100,988.

Notes to the financial statements

31 December 2007

26 Financial risk management

The exposures to risk and the way risks arise, together with the group's objectives, policies and processes for managing and measuring these risks are disclosed in more detail below.

The objectives, policies and processes for managing financial risks and the methods used to measure such risks are subject to continual improvement and development.

Where possible, the group aims to reduce and control risk concentrations. Concentrations of financial risk arise when financial instruments with similar characteristics are influenced in the same way by changes in economic or other factors. The amount of the risk exposure associated with financial instruments sharing similar characteristics is disclosed in more detail in the notes to the financial statements.

Credit risk

Financial assets which potentially subject the group to concentrations of credit risk consist principally of receivables and cash at bank.

Receivables are presented net of an allowance for doubtful debts. An allowance for doubtful debts is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows. Credit risk with respect to receivables is limited due to credit control procedures and the credit quality of customers comprising the group's debtor base. Cash at bank is placed with reliable financial institutions.

The maximum exposure to credit risk for trade receivables at the reporting date, net of impairment losses, by type of customer is as follows:

	Group 2007 GBP
Trade receivables by class:	
Public interest entities	**405,756**
Other entities	**1,064,262**
	1,470,018

The group assesses the credit quality of its customers by taking into account their financial standing, past experience and other factors. Management considers the credit quality of its financial assets as being acceptable.

At the balance sheet date GBP116,911 of trade receivables are considered to be past due however the directors do not consider these to be impaired. These trade receivables are greater than 6 months old but less that one year.

Notes to the financial statements

31 December 2007

26 Financial risk management *(continued)*

Interest rate risk

The group has taken out bank facilities to finance its operations as disclosed in note 18. The interest rates thereon and the terms of such borrowings are disclosed accordingly. The group is exposed to cash flow interest rate risk on bank borrowings. Management monitors the movement in interest rates and, where possible, reacts to material movements in such rates by restructuring its financing structure.

The carrying amounts of the group's financial instruments carrying a rate of interest at the reporting date are disclosed in the notes to the financial statements.

Liquidity risk

The group monitors and manages its risk to a shortage of funds by monitoring forecast and actual cash flows. The directors believe that the group is not significantly exposed to liquidity risk at the balance sheet date.

Capital risk management

The company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maximise the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the company consists of debt, which includes the borrowings disclosed in note 18, cash and cash equivalents as disclosed in note 20 and items presented within equity in the balance sheet.

The company's directors manage the company's capital structure and make adjustments to it in light of changes in economic conditions. The capital structure is reviewed on an ongoing basis. Based on recommendations of the directors, the company balances its overall capital structure through the payments of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

Independent auditor's report

To the Members of 6pm Holdings p.l.c.

Deloitte.

Deloitte & Touche
Certified Public Accountants
Assurance, Accounting &
Advisory Services
1, Col. Savona Street,
Sliema SLM 1231,
Malta

Tel: +356 2134 5000, 2133 5290
Fax: +356 2134 4443, 2133 2606
info@deloitte.com.mt
www.deloitte.com.mt

VAT Reg No: MT13098006

Report on the financial statements

We have audited the accompanying financial statements of 6pm Holdings p.l.c. and its group set out on pages 17 to 39, which comprise the balance sheets of the company and the group as at 31 December 2007, and the income statements, statements of changes in equity and cash flow statements of the company and the group for the period then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

As also described in the statement of directors' responsibilities on page 16, the directors of the company are responsible for the preparation and fair presentation of the group's financial statements in accordance with International Financial Reporting Standards as adopted by the EU, and of the company's financial statements in accordance with International Financial Reporting Standards. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

> >

Deloitte.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the company and the group. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion:

(a) the group's financial statements give a true and fair view of the financial position of the group as of 31 December 2007 and of the group's financial performance as cash flows for the period then ended in accordance with International Financial Reporting Standards as adopted by the EU; and

(b) the company's financial statements give a true and fair view of the financial position of the company as of 31 December 2007 and of the company's financial performance and cash flows for the period then ended in accordance with International Financial Reporting Standards.

Report on other legal and regulatory requirements

In our opinion, the financial statements have been properly prepared in accordance with the Companies Act (Chap. 386).

Paul Darmanin

DELOITTE & TOUCHE
Certified Public Accountants

11 April 2008

Share register information

Pursuant to Listing Rule 9.40 of the Malta Financial Services Authority

6pm Holdings p.l.c.'s ("6pm") authorised share capital is GBP1,500,000. The issued and fully paid up capital is GBP 1,500,000 divided into 7,500,000 ordinary shares with a nominal value of GBP 0.20 each.

The issued share capital consists of one class of ordinary shares having equal voting rights. Notwithstanding the fact that shares of 6pm are generally freely transferable, the executive directors of 6pm in their role of shareholders have bound themselves that in aggregate they will continue holding a controlling interest of not less than 60% of the shares in 6pm and therefore have undertaken not to sell, transfer or otherwise dispose of more than 10% of their aggregate shareholding for a period of 24 months following admission to listing of the shares on the Official List of the Malta Stock Exchange.

The following is a list of direct or indirect shareholdings of the company in excess of 5% in accordance with Listing Rule 8.14.3:

a) Mr Ivan Bartolo holder of Maltese Identity Card Number 487565M and currently residing at 32 Ir-Rampil, Triq Il-Pellikan, San Gwann, Malta holds 1,750,000 shares;

b) Mr Alan Timothy West-Robinson holder of UK Passport Number 304380676 and currently residing at 94 Cross Drove, Coates, Peterborough PE7 2HJ, United Kingdom holds 1,750,000 shares;

c) Mr Stephen David Wightman holder of UK Passport Number 456207583 and currently residing at 135 The Park, Market Bosworth, Warks. CV13 OLP, United Kingdom holds 1,750,000 shares;

d) Charts Investment Management Service Ltd (a/c Clients No 2) - a company incorporated in Malta with Company Registration Number C7944 holds 455,000 shares.

The rules governing the appointment of board members are contained in the company's Articles of Association, Articles 54.1 to 69. An extraordinary resolution approved by the shareholders in the general meeting is required to amend the Articles of Association.

The powers of the directors are outlined in Articles 61.2, 62, 64, 66, 67, 70 and 75 of the company's Articles of Association. In terms of Article 10 of said Articles of Association 6pm may, subject to the provisions of the Companies Act 1995, acquire or hold any of its shares.

There are no agreements between the company and any of its board members or employees providing for compensation if they resign or are made redundant without valid reason or if their employment ceases because of a takeover bid.

It is hereby declared that, as at 31 December 2007, the requirements pursuant to Listing Rules 8.14.6 and 8.14.10 did not apply to 6pm.

Directors' interests in the Company as at 31 December 2007 and as at 31 March 2008

	Ordinary shares held as at 31 December 2007 & 31 March 2008
Stephen Marquez, Non-Executive Chairman	14,925
Alan West-Robinson	1,750,000
Stephen Wightman	1,750,000
Ivan Bartolo	1,750,000
Clyde La Rosa, Non-Executive Director	-

No director has any other beneficial or non-beneficial interest in the company's share capital. There were no changes to the directors' interests between 31 December 2007 and 31 March 2008.

Holders holding 5% or more of the share capital at 31 December 2007 and at 31 March 2008

	Ordinary Shares of GBP 0.20 each at:			
	31 December 2007		31 March 2008	
	Number of Shares	Holding (%)	Number of Shares	Holding (%)
Alan West-Robinson	1,750,000	23.33	1,750,000	23.33
Stephen Wightman	1,750,000	23.33	1,750,000	23.33
Ivan Bartolo	1,750,000	23.33	1,750,000	23.33
Charts Investment Management Service Ltd (a/c Clients No 2)	455,000	6.07	455,000	6.07

Number of holders at 31 December 2007 and 31 March 2008

As at 31 December 2007, the company's share capital was held by 182 shareholders. At 31 March 2008, the issued share capital was held by 186 Shareholders. All shares are of equal class and carry equal rights.

Shareholder Range	Number of Holders at 31 December 2007	Number of Holders at 31 March 2008	Movement in holders Increase/(Decrease)
1 – 1,000 shares	45	49	4
1,001 – 5,000 shares	76	73	(3)
5,001 shares and over	61	64	3
Totals	**182**	**186**	**4**

Company information

6pm Holdings p.l.c.

Directors:	Stephen Marquez – Chairman Clyde La Rosa – Vice Chairman Alan West-Robinson – Chief Executive Officer Ivan Bartolo Stephen Wightman
Secretary:	Ivan Gatt
Registered office:	6pm House, 188, 21st September Avenue, Naxxar, NXR 1012 Malta.
Country of incorporation:	Malta
Company registration number:	C 41492
Auditor:	Deloitte & Touche, 1, Col. Savona Street, Sliema, Malta.
Legal advisers:	Gatt Frendo Tufigno Advocates, 66, Old Bakery Street, Valletta, Malta.

Malta Office
6pm House
188, 21st September Avenue
Naxxar, NXR 1012
Malta

Tel: +356 21 489657
Fax: +356 21 489653
Email: info@6pmmalta.com
Website: www.6pmmalta.com

UK Office
212, Piccadilly
London, W1J 9HG
UK

Tel: +44 (0)20 7917 6772
Fax: +44 (0)20 7917 6772
Email: info@6pmuk.com
Website: www.6pmuk.com