

AMEC BKW Limited

Directors' report and accounts

31 December 2013

Registered number 169831

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AMEC BKW Limited

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AMEC BKW Limited

Directors

AMEC Nominees Limited
GR Ling

Secretary

CL Fidler

Registered Office

Booths Park
Chelford Road
Knutsford
Cheshire
WA16 8QZ

Auditors

Ernst & Young LLP
Blenheim House
Fountainhall Road
Aberdeen
AB15 4DT

AMEC BKW Limited

Directors' report

The directors present their directors report and accounts for the year ended 31 December 2013.

Directors

The current directors are listed on page 2. The directors who served during the year were as follows:

AMEC Nominees Limited
GR Ling

Principal activities

The principal activity of the company was formerly process engineering. The company previously undertook, on a world-wide basis, the management of major projects and the design, procurement, construction and commissioning of process and manufacturing facilities, principally for the energy, chemical and manufacturing sectors. The company did not trade during the current or previous financial year.

Business review

The company made a profit for the year of £29,000 (2012: £81,000). The directors do not recommend the payment of a dividend in the year (2012: £nil).

Directors' indemnity arrangements

The company maintains directors' and officers' liability insurance cover. In addition, throughout the financial year and at the date of this report, qualifying third party indemnity provisions within the meaning of Sections 232-234 of the Companies Act 2006 were in place for all of the directors.

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

The above statement is made in accordance with Section 418 of the Companies Act 2006.

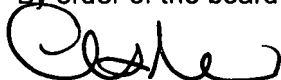
Auditors

Pursuant to Section 487 of the Companies Act 2006 the auditors will be deemed to be reappointed and Ernst & Young LLP will therefore continue in office.

Strategic report

The company is entitled to the small companies exemption from the requirement to prepare a strategic report.

By order of the board



CL FIDLER
Secretary

Booths Park
Chelford Road
Knutsford
Cheshire
WA16 8QZ

11 June 2014

AMEC BKW Limited

Profit and loss account for the year ended 31 December 2013

	Note	2013 £000	2012 £000
Interest receivable and similar income	4	29	81
Profit on ordinary activities before taxation		29	81
Taxation on profit on ordinary activities	5	-	-
Profit for the year		29	81

All amounts relate to continuing operations.

There are no recognised gains or losses during the current or preceding years other than the retained profit for the years stated above.

Reconciliation of movements in shareholders' deficit for the year ended 31 December 2013

	2013 £000	2012 £000
Profit for the year	29	81
Waiver of creditor balance owed to group undertakings	24,306	-
Net reduction in shareholders' deficit	24,335	81
Shareholders' deficit as at 1 January	(25,602)	(25,683)
Shareholders' deficit as at 31 December	(1,267)	(25,602)

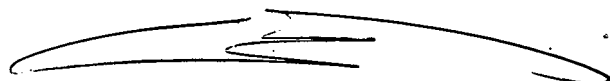
AMEC BKW Limited

Registered number 169831

Balance Sheet as at 31 December 2013

	Note	2013 £000	2012 £000
FIXED ASSETS			
Investments	6	36	36
CURRENT ASSETS			
DEBTORS: amounts falling due after more than one year	7	361	-
Cash at bank and in hand		-	394
Total assets less current liabilities		397	430
CREDITORS: amounts falling due after more than one year	8	(1,664)	(26,032)
NET LIABILITIES		(1,267)	(25,602)
CAPITAL AND RESERVES			
Share capital	9,10	10,000	10,000
Share premium account	10	7,246	7,246
Capital contribution reserve	10	24,306	-
Profit and loss account	10	(42,819)	(42,848)
EQUITY SHAREHOLDERS' DEFICIT		(1,267)	(25,602)

These accounts were approved by the board of directors on 11 June 2014
and were signed on its behalf by:



GR LING
DIRECTOR

AMEC BKW Limited

Notes to the accounts

1 ACCOUNTING POLICIES

Accounting convention

The accounts have been prepared under the historical cost convention in accordance with applicable accounting standards and with the Companies Act 2006.

Cash flow statement

The company is exempt from the requirement of FRS 1 'Cash flow statements' to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of AMEC plc, and its cash flows are included within the consolidated cash flow of that group.

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Trading results are translated at average rates for the year.

Going concern

The accounts are prepared on a going concern basis on the grounds that AMEC Finance Limited has confirmed to the directors that its present intention is to provide financial support to enable the company to continue its operations and to meet its financial obligations.

Group accounts

The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group accounts. These accounts present information about the company as an individual undertaking and not about its group.

Investments

Investments are stated at cost less any provision for impairment.

Related party transactions

The directors have taken advantage of the exemption in FRS 8 'Related party disclosures', paragraph 3(c) and have not disclosed any related party transactions with parent and fellow wholly owned subsidiary undertakings.

Taxation

The charge for taxation is based on the results for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

AMEC BKW Limited

Notes to the accounts (*continued*)

1 ACCOUNTING POLICIES (*continued*)

Taxation (*continued*)

Deferred tax is recognised, without discounting in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19 'Deferred tax'.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse based on tax rates and laws enacted or substantially enacted at the balance sheet date.

2 DIRECTORS' REMUNERATION

None of the directors received any remuneration in respect of their services to the company during the current or preceding financial year.

3 AUDIT COSTS

The audit costs for the company of £500 (2012: £500) have been borne by another group company.

4 INTEREST RECEIVABLE AND SIMILAR INCOME

	2013 £000	2012 £000
Exchange gains	29	81
	<u>29</u>	<u>81</u>

5 TAXATION ON PROFIT ON ORDINARY ACTIVITIES

	2013 £000	2012 £000
Current tax		
UK corporation tax at 23.25% (2012: 24.50%):		
- Current year	-	-
	<u>-</u>	<u>-</u>

AMEC BKW Limited

Notes to the accounts (*continued*)

5 TAXATION ON PROFIT ON ORDINARY ACTIVITIES (*continued*)

The current tax charge for the year differs from the tax on profits at the standard rate of corporation tax in the UK. This is explained as follows:

	2013 £000	2012 £000
Profit on ordinary activities before taxation	29	81
Tax charge at 23.25% (2012: 24.50%)	7	20
Group relief for nil consideration	(7)	(20)
Current tax charge for the year	-	-

6 INVESTMENTS

	Equity held %	As at 1 January and 31 December 2013 £000
COST		
AMEC BKW Arabia Limited		
£1,000 ordinary shares	50	-
AMEC Engineering and Consulting (Shanghai) Ltd		
US\$ 1 ordinary shares	12.5	36
		<u>36</u>

AMEC BKW Arabia Limited is incorporated in Saudi Arabia and its principal activity is the design and construction of plants and industrial facilities for onshore oil and gas production.

AMEC Engineering and Consulting (Shanghai) Limited is incorporated in China and its principal activity is engineering and consultancy.

7 DEBTORS: amounts falling due after more than one year

	2013 £000	2012 £000
Amounts owed by group undertakings	361	-

AMEC BKW Limited

Notes to the accounts (*continued*)

8 CREDITORS: amounts falling due after more than one year

	2013 £000	2012 £000
Amounts owed to group undertakings	1,664	26,032

9 SHARE CAPITAL

	2013 number	2012 number	2013 £000	2012 £000
Ordinary shares of 25p each: Allotted, called up and fully paid	40,000,000	40,000,000	10,000	10,000

10 RESERVES

	Share capital £000	Share premium account £000	Capital contribution reserve £000	Profit and loss account £000	Total £000
As at 1 January 2013	10,000	7,246	-	(42,848)	(25,602)
Profit for the year	-	-	-	29	29
Waiver of creditor balance owed to group undertakings	-	-	24,306	-	24,306
As at 31 December 2013	10,000	7,246	24,306	(42,819)	(1,267)

On 19 December 2013, a fellow group undertaking waived in full the indebtedness owed by the company of £24,306,000. The Directors have treated this waiver as a capital contribution.

11 CONTINGENT LIABILITIES

The company is party to cross-guarantee arrangements relating to overdrafts for certain group companies. The maximum gross exposure at 31 December 2013 of the group's potential liability was £20 million (2012: £82 million).

12 ULTIMATE PARENT COMPANY

The company is a subsidiary undertaking of AMEC Capital Projects Limited which is incorporated in England and Wales. The company regarded by the directors as the ultimate parent company is AMEC plc, which is incorporated in England and Wales. Copies of the group accounts can be obtained from AMEC plc, Booths Park, Chelford Road, Knutsford, Cheshire, WA16 8QZ.

AMEC BKW Limited

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Directors' report and the accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

Under company law the directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the accounts comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AMEC BKW Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AMEC BKW LIMITED

We have audited the accounts of AMEC BKW Limited for the year ended 31 December 2013 which comprise the profit and loss account, the reconciliation of movements in shareholders' deficit, the balance sheet and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 10, the directors are responsible for the preparation of the accounts and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the accounts in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the accounts

An audit involves obtaining evidence about the amounts and disclosures in the accounts sufficient to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the accounts. In addition, we read all the financial and non-financial information in the Directors' report and accounts to identify material inconsistencies with the audited accounts and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on accounts

In our opinion the accounts:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

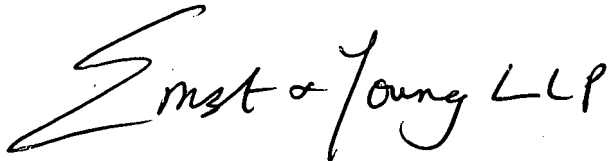
AMEC BKW Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AMEC BKW LIMITED (*continued*)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the accounts are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Kenneth MacLeod Hall (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor
Aberdeen

13 JUNE 2014