# **B.A.T Services Limited**Registered Number 221104

**Directors' Report and Accounts** 

For the year ended 31 December 2004

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COMPANIES HOUSE 20/12/2005

## Directors' report

The Directors present their report together with the audited accounts for the year ended 31 December 2004.

#### **Principal activities**

The principal activity of the Company is to operate a branch in Taiwan to promote and distribute tobacco products in that country.

#### Review of the year to 31 December 2004

The loss for the year attributable to the shareholders of B.A.T Services Limited after deduction of all charges and the provision of tax amounted to £5,225,000 (2003: £2,065,000).

#### **Dividends**

The Directors do not recommend the payment of a dividend (2003: £nil). The loss for the year of £5,225,000 (2003: £2,065,000) is transferred from reserves.

#### **Board of Directors**

The names of the persons who served as Directors of the Company during the period 1 January 2004 to the date of this report are as follows:

	Appointed	Resigned
Alan Fraser Porter (Chairman)		
Bartholomeus Franciscus Theodorus Alkemade	3 May 2005	
Robert James Casey		
Christopher David Powell		20 December 2004
Charl Erasmus Steyn		
Gottfried Thoma		31 March 2005

## Directors' report

#### Directors' interests

The interests of those persons who were Directors at 31 December 2004 in the share capital and share option and award schemes of British American Tobacco p.l.c., according to the register maintained under section 325 of the Companies Act 1985, are shown below.

## British American Tobacco p.l.c. Ordinary 25p shares

	1 January 2004	31 December 2004
A F Porter	9,246	9,604
R J Casey	10,985	10,769
G Thoma	101,253	128,762
C E Steyn	6,701	5,977

In addition to the shares shown above, during the year the Directors held the following interests in the ordinary shares of British American Tobacco p.l.c. which are held in trust pursuant to the British American Tobacco Deferred Share Bonus Scheme:

## British American Tobacco p.l.c. Ordinary 25p shares

January 2004	31 December 2004
13,258	13,450
23,408	21,096
25,709	25,408
14,805	14,365
	13,258 23,408 25,709

Details of the Deferred Share Bonus Scheme are included in the Report and Accounts of British American Tobacco p.l.c.

## British American Tobacco p.l.c. Share Option and Award Schemes

	1 January 2004	Granted	Lapsed	Exercised	31 December 2004
A F Porter	34,341	12,059	-	8,620	37,780
R J Casey	135,826	15,947	5,554	41,931	104,288
G Thoma	79,318	21,129	5,503	19,063	75,881
C E Steyn	63,908	12,463	3,423	28,281	44,667

## Directors' report

#### Directors' interests (continued)

In addition, on 31 December 2004, the British American Tobacco Group Employee Trust and the B.A.T Industries Employee Share Ownership Plan held a total of 26,728,406 ordinary shares in British American Tobacco p.l.c. (1 January 2004: 31,945,642 ordinary shares). All employees, including the Directors of the Company, are deemed to have a beneficial interest in the shares that are held by the trusts for the purpose of satisfying options granted between 1994 and 1998 under the B.A.T Industries Employee Share "E" Option Scheme and from 1998 onwards for options granted under the British American Tobacco Share Option Scheme or awards of ordinary shares made under the British American Tobacco Long Term Incentive Plan and the British American Tobacco Deferred Share Bonus Scheme.

Details of the trusts and the share option and award schemes are included in the Report and Accounts of British American Tobacco p.l.c.

#### Creditor payment policy

The Company aims to settle the terms of payment with its suppliers when agreeing the terms of each transaction, in any case within the supplier's own standard payment period, and also aims to pay all of its suppliers within a reasonable period of their invoices being received.

In respect of all of its suppliers, it is the Company's policy to:

- agree the terms of payment with those suppliers when agreeing the terms of each transaction
- ensure that those suppliers are made aware of the terms of payment
- abide by the terms of payment.
- avoid any delays when legitimately questioning invoices

The proportion which the amount owed to trade creditors at 31 December 2004 bears to the amounts invoiced by suppliers during the year then ended equated to a 40 days proportion of 365 days (2003: 48 days).

## Directors' report

#### Statement of Directors' responsibilities

Company law requires the Directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements the Directors are required to:

- select appropriate accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- state whether applicable UK accounting standards have been followed, subject to any material departures being disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis, unless the Directors consider it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for ensuring that the Company keeps sufficient accounting records to disclose with reasonable accuracy the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for taking reasonable steps to safeguard the assets of the Company and in that context to have proper regard to the establishment of appropriate systems of internal control with a view to the prevention and detection of fraud and other irregularities.

The Directors are required to prepare the financial statements and to provide the auditors with every opportunity to take whatever steps and undertake whatever inspections they consider to be appropriate for the purpose of enabling them to give their audit report.

The Directors consider that they have pursued the actions necessary to meet their responsibilities as set out in this statement.

#### Parent support

The parent company has indicated its willingness to continue to provide support to allow the Company to continue at its current level of operations for the foreseeable future.

#### **Auditors**

An elective resolution was passed on 21 December 2004, in accordance with Section 379A of the Companies Act 1985 (as amended), to dispense with the appointment of auditors annually (pursuant to Section 386 of the Act). Accordingly, PricewaterhouseCoopers LLP will continue as auditors to the Company.

On behalf of the Board

ARRILLI

A.C. Girling

**Assistant Secretary** 

13 December 2005

## Independent auditors' report to the members of B.A.T Services Limited

We have audited the financial statements which comprise the profit and loss account, the statement of total recognised gains and losses, the balance sheet and the related notes.

#### Respective responsibilities of Directors and auditors

The Directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of Directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding the Directors' remuneration and transactions is not disclosed.

#### Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 31 December 2004 and of the loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopes LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
1 Embankment Place
London
WC2N 6RH

12 December 2005

## Profit and loss account For the year ended 31 December 2004

	Note	2004 £'000	2003 £'000
Turnover	2	30,967	34,655
Operating charges	3	(36,117)	(36,110)
Operating loss		(5,150)	(1,455)
Interest payable and similar charges	5	(75)	(43)
Loss on ordinary activities before taxation		(5,225)	(1,498)
Tax (charge)/credit on ordinary activities	6	•	(567)
Retained loss for the financial year		(5,225)	(2,065)

All the activities during the year are in respect of continuing operations.

There is no difference between the loss on ordinary activities before taxation and the retained loss for the year stated above and their historical cost equivalents.

# Statement of total recognised gains and losses For the year ended 31 December 2004

		2004 £'000	2003 £'000
Loss for the financial year		(5,225)	(2,065)
Difference arising on the retranslation to sterling of the retained loss from average to closing rates of exchange	13	(19)	155
Difference on exchange arising on the retranslation to sterling (using closing rates of exchange) of net assets at the beginning of the year	13	4	151
Total recognised losses		(5,240)	(1,759)

The notes on pages 9 to 17 form part of these accounts.

## Balance Sheet - 31 December 2004

	Mada	2004	2003
Fixed assets	Note	£'000	£'000
Tangible assets	7	627	695
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Current assets			
Stocks	8	5,889	3,921
Debtors	9	7,053	6,995
Cash and short term deposits		418	246
		13,360	11,162
Creditors – amounts falling due within one year	10	(22,103)	(14,684)
Net current liabilities		(8,743)	(3,522)
Total assets less current liabilities		(8,116)	(2,827)
Provisions for liabilities and charges	11	(618)	(667)
Net liabilities		(8,734)	(3,494)
Capital and reserves			
Called up share capital	12	•	-
Profit and loss account	13	(8,734)	(3,494)
Total equity shareholders' deficit	14	(8,734)	(3,494)

The financial statements on pages 7 to 17 were approved by the Directors on 13 December 2005 and signed on their behalf by:

C.E. Steyn Director

The notes on pages 9 to 17 form part of these accounts.

### 1 Accounting policies

A summary of the principal accounting policies is set out below.

#### (1) Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 1985 and applicable United Kingdom Accounting Standards

#### (2) Cash flow statement

The Company is a wholly owned subsidiary of British American Tobacco p.l.c. The cash flows of the Company are included in the consolidated cash flow statement of British American Tobacco p.l.c. which is publicly available. Consequently the Company is exempt under the terms of Financial Reporting Standard 1(Revised 1996) from publishing a cash flow statement.

#### (3) Foreign currencies

Assets and liabilities are translated at closing rates of exchange. The difference between the retained profit of the overseas branch translated to sterling at the average and closing rates of exchange is taken to reserves, as are differences on exchange arising on the retranslation to sterling of foreign currency net assets at the beginning of the year. Other exchange differences, including those on remittances, are reflected in the profit and loss account. Turnover and profits expressed in currencies other than sterling are translated into sterling at average rates of exchange.

#### (4) Taxation

Taxation provided is that chargeable on the profits of the period, together with deferred taxation.

Deferred taxation is provided in full on timing differences between the recognition of gains and losses in the financial statements and their recognition in tax computations. However, as allowed by FRS19, the Group has chosen not to discount deferred tax assets and liabilities.

#### (5) Turnover

Turnover comprises sales at the invoice value to external customers and other group companies. Income is included in the profit and loss account when all contractual or other applicable conditions for recognition have been met. Provisions are made for bad and doubtful debts, including where delays are anticipated in the receipt of monies from overseas.

#### (6) Pension costs

The costs of providing pensions, calculated by reference to actuarial valuations, are charged against profits on a systematic basis. The amounts accrued in respect of the unfunded pension liabilities are included within provisions.

The Company has continued to account for retirement benefit costs in accordance with SSAP24 Accounting for Pension Costs. The transitional disclosures required by FRS17 Retirement Benefits for 2004 are set out in note 15.

## (7) Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation. Depreciation is calculated on a straight-line basis to write off the cost of tangible fixed assets over their useful lives. Depreciation is charged pro rata based on the month of acquisition and disposal. The rates of depreciation used are as follows:

Plant and machinery 20% Fixtures and fittings 10%

#### (8) Stocks

Stocks are valued at the lower of cost and net realisable value.

#### (9) Leased assets

The annual payments under operating leases are charged to the profit and loss account.

#### 2 Turnover

	2004 £'000	2003 £'000	
Turnover	30,967	34,655	

Turnover comprises sales of tobacco products in the Taiwan market

## 3 Operating charges

	2004 £'000	2003 £'000
Raw materials, consumables and goods for resale	22,452	22,903
Operating leases – buildings	672	605
Staff costs	4,289	4,021
Auditors' fees	28	33
Depreciation	140	135
Other operating charges	10,504	9,783
	38,085	37,480
Increase in stock of finished goods	(1,968)	(1,370)
	36,117	36,110
Staff costs:		
Wages and salaries	3,784	3,358
Social security costs	130	135
Other pension costs	375	528
	4,289	4,021

The average weekly number of persons employed by the Company during the year was:

	2004 Number	2003 Number
Administration Marketing	24 91	23 79
warroung		102

The Company has annual commitments in respect of operating leases as follows:

	2004 Buildings £'000	2003 Buildings £'000
Expiring within one year	464	435
2 – 5 years	389	85
Beyond 5 years	*	-
	853	520

## 4 Directors' emoluments

None of the Directors received any remuneration in respect of their services as a Director of the Company during the year (2003: £nil).

## 5 Interest payable and similar charges

	2004 £'000	2003 £'000
Bank interest	75	43

## 6 Tax on profit on ordinary activities

#### (1) Summary of tax on ordinary activities

	2004 £'000	2003 £'000
United Kingdom Corporation Taxation comprising - current tax at 30% (2003: 30.00%)	-	_
Overseas taxation	-	-
Total current taxation		
Deferred taxation credit	•	(567)
Tax credit	•	(567)

#### (2) Factors affecting the tax charge for the year

The current tax charge for the year differs from the standard 30% rate of Corporation tax in the UK. The major causes of this difference are listed below:

	2004	2003
	£'000	£'000
Loss on ordinary activities before taxation	(5,225)	(1,498)
Corporation tax credit at 30% (2003: 30%) on loss before taxation	(1,567)	(449)
Permanent differences	111	109
Timing differences	-	140
Group loss relief surrendered at less than full consideration	1,456	200
Total current taxation charge - note 6(1)		

An amount of £32,062 (tax amount of £9,619) included in permanent differences above represents tax adjustments following the introduction of UK to UK transfer pricing from 1st April 2004

## 7 Tangible fixed assets

	Fixtures and	Machinery, Plant	Tatal
	Fittings £'000	and Equipment £'000	Total £'000
Cost	2 000	2 000	2 000
At 1 January 2004	207	663	870
Difference on exchange	-	-	-
Expenditure	-	104	104
Disposals	-	(51)	(51)
At 31 December 2004	207	716	923
Depreciation			
At 1 January 2004	6	169	175
Difference on exchange	-	-	-
Charge for the year	19	121	140
Disposals	-	(19)	(19)
At 31 December 2004	25	271	296
Net book value			
At 31 December 2004	182	445	627
At 31 December 2003	201	494	695

The Company does not hold any assets under finance leases (2003: £nil).

### Capital commitments

At 31 December 2004, no contracts have been placed for capital items (2003: £nil).

## 8 Stocks

	2004 £'000	2003 £'000
Goods purchased for resale	5,889	3,921

## 9 Debtors

2004 £'000	2003 £'000
6,426	6,118
281	581
74	172
272	124
7,053	6,995
	£'000 6,426 281 74 272

## 10 Creditors: amounts falling due within one year

	2004	2003
	£,000	£,000
Bank loans	7,774	1,020
Trade creditors	7,814	2,658
Amounts owed to group undertakings	6,515	7,272
Accruals and deferred income	-	3,734
	22,103	14,684

Bank loans are repayable within one year with interest payable at rates up to 1.53% per annum.

## 11 Provision for liabilities and charges

Provision for liabilities and charges comprise amounts in respect of the Company's pension scheme (see Note 15).

	2,000
1 January 2004	667
Charge for the year	(48)
Differences on exchange	(1)
31 December 2004	618

## 12 Share capital

Ordinary shares of £1 each

Authorised - value	£1,000	£1,000
- number	1,000	1,000
Allotted, called up and fully paid		
- value	£100	£100
. numbor	100	100

2004

2003

### 13 Reserves

	Profit and loss account £'000
1 January 2004 Retained loss Differences on exchange	(3,494) (5,225) (15)
31 December 2004	(8,734)

## 14 Reconciliation of movements in equity shareholders' funds

	2004	2003
	£'000	£'000
Loss attributable to shareholders for the year	(5,225)	(2,065)
Differences on exchange	(15)	306
Net transfer to shareholders' deficit	(5,240)	(1,759)
Opening equity shareholders' deficit	(3,494)	(1,735)
Closing equity shareholders' deficit	(8,734)	(3,494)

#### 15 Pensions

The Company does not participate in any United Kingdom pension funds. However, its branch in Taiwan operates an unfunded defined benefit scheme which provides a lump sum on retirement or leaving service. Contributions to the scheme are made in accordance with local labour law requirements at 2% of payroll cost, as well as additional contributions based on advice from a qualified actuary. The most recent actuarial valuation as at 31 December 2004 was performed by Watson Wyatt, an independent actuary. The value attributed to the fund was £330,000 (2003: £296,000) and the deficit was £618,000 (2003: £667,000) which represents a funding ratio of 35% (2003: 31%). The main assumptions used were that (a) salaries will increase by 3.25% per annum (2003: 3.25%), (b) the rate of return on investments will be 3.25% per annum (2003: 3.25%) and (c) a discount rate of 3.25% (2003: 3.25%).

The total pension cost charged to the profit and loss account was £375,000 (2003: £528,000).

#### **FRS17 Retirement Benefits**

During 2004, the Company has continued to account for retirement benefits in accordance with SSAP 24 Accounting for Pension Costs and the information shown above has been prepared in accordance with this standard. The Company has not yet fully adopted FRS17 but the information provided below reflects its initial transitional disclosure requirements.

	2004	2003	2002
	%	%	%
Rate of increase in salaries	3.25	3.25	3.5
Discount rate	3.25	3.25	3.5

#### Pensions (continued)

The net pension assets and liabilities at 31 December 2004 were as follows:

2004	2003
£'000	£'000
330	296
(948)	(963)
(618)	(667)
•	-
(618)	(667)
	£'000 330 (948) (618)

The long term rate of return expected at 31 December 2004 in respect of the Scheme's assets was 3.25% (2003: 3.25%, 2002: 3.5%).

The accounts already reflect liabilities relating to the scheme of £618,000 (2003: £667,000, 2002: £210,000). If the net scheme liabilities above of £618,000 (2003: £667,000, 2002: £330,000) were recognised in the financial statements, the net effect of this change on shareholders' funds and the profit and loss reserve would be nil (2003: £nil, 2002: a reduction of £120,000).

The movements in the net recognisable deficits in 2004 were as follows:

	2004	2003
	£'000	£'000
Net recognisable deficits 1 January 2004	(667)	(440)
Exchange differences	1	58
Current service cost	(170)	(165)
Expected return on scheme assets	10	10
Interest on scheme liabilities	(31)	(29)
Company contributions	223	54
Company withdrawals	-	(131)
Actuarial gains/(losses)	16	(24)
Net recognisable deficits 31 December 2004	(618)	(667)

If FRS 17 had been applied, the following amounts would have been included in the profit and loss account and statement of total recognised gains and losses for 2004:

Profit and loss account	2004 £'000	2003 £'000
Operating profit		
- current service cost	170	165
Total operating charge_	170	165
Other finance income/(charge)		
<ul> <li>expected return on scheme assets</li> </ul>	10	10
- interest on scheme liabilities	(31)	(29)
Net return	(21)	(19)

### Pensions (continued)

Statement of total recognised gains and losses	2004	2003
	£000	£000
Difference between actual and expected return on scheme assets	22	(6)
Experience losses on scheme liabilities	(6)	(18)
Changes in assumptions underlying present value of scheme liabilities	-	-
Net actuarial gain/(loss) before related deferred tax	16	(24)

Details of experience gains and losses for the year to 31 December 2004:

	2004		2003		2002	
	£'000	%	£'000	%	£'000	%
Difference between expected and actual return on						
scheme assets	22		(6)		10	
- percentage of scheme assets		7%		2%		2%
Experience losses on scheme liabilities	(6)		(18)		(98)	
<ul> <li>percentage of present value of scheme liabilities</li> </ul>		1%		2%		11%
Net actuarial gain/(loss)	16		(24)		(90)	
- percentage of present value of scheme liabilities		2%		2%		10%

### 16 Related parties

The Company has taken advantage of the exemption under paragraph 3(c) of the Financial Reporting Standard 8 from disclosing transactions with other subsidiary undertakings of the British American Tobacco p.l.c. Group.

### 17 Parent undertakings

The Company's ultimate parent undertaking is British American Tobacco p.l.c. being incorporated in the United Kingdom and registered in England and Wales. Its immediate parent undertaking is B.A.T (U.K. and Export) Limited. Group accounts are prepared only at the British American Tobacco p.l.c. level.

### 18 Parent support

The parent company has indicated its willingness to continue to provide support to allow the Company to continue at its current level of operations for the foreseeable future.

### 19 Copies of the report and accounts

Copies of the report and accounts of British American Tobacco p.l.c. may be obtained from:

The Company Secretary Globe House 4 Temple Place London WC2R 2PG