

**BRITISH AMALGAMATED METAL INVESTMENTS LIMITED**

**REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED**

**31 DECEMBER 2013**

Company Registration no: 264420

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## **BRITISH AMALGAMATED METAL INVESTMENTS LIMITED**

### **THE STRATEGIC AND DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2013**

The Directors present their report and the financial statements for the year ended 31 December 2013.

#### **PRINCIPAL ACTIVITIES**

The Company has operated and continues to operate as an investment holding company.

#### **RESULTS AND DIVIDENDS**

The profit for the year after taxation was £1,599,000 (2012: £28,971,000).

On 17 December 2013 an interim dividend of £28,298,000 was paid (2012 interim dividend: £5,000,000). No final dividend in respect of 2013 is recommended by the Directors (2012: nil).

The shareholders' funds were £44,421,000 at the end of the year and the Directors consider the balance sheet satisfactory.

#### **PRINCIPAL RISKS AND UNCERTAINTIES**

The Company is an investment company, and its main risks relate to the trading risks of its subsidiaries. These comprise (but are not restricted to) the demand and supply and price fluctuations of the commodities and products they sell.

#### **DIRECTORS**

The following Directors served during the year:

Mr V H Sher  
Mr G C L Rowan  
Mr G P Robbins

#### **DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS**

The Directors are responsible for preparing the Strategic and Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with the United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements 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 financial statements, the Directors are required to:

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

## **BRITISH AMALGAMATED METAL INVESTMENTS LIMITED**

### **DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS (CONTINUED)**

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 financial statements 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.

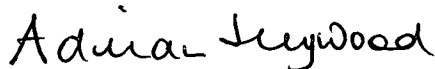
The Company's business activities and performance are set out in the Directors' Report on page 1. The Company is expected to continue to have access to adequate funding resources for twelve months following the date of signing the financial statements. The Company participates in the Group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries. On the basis of their assessment of the Company's financial position and of the enquiries made of Amalgamated Metal Corporation PLC, the Company's Directors have a reasonable expectation that the Company will be able to continue in operational existence for at least twelve months following the date of signing the financial statements. Accordingly, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### **AUDITORS**

The Directors have taken all reasonable steps to acquaint themselves with any relevant audit information and have ensured that the auditors have received such information. The Directors are not aware of any relevant audit information that has not been passed to the auditors.

BDO LLP have expressed their willingness to continue in office.

### **BY ORDER OF THE BOARD**



**A H HEYWOOD  
COMPANY SECRETARY**

55 Bishopsgate  
London  
EC2N 3AH

**25 April 2014**

## **BRITISH AMALGAMATED METAL INVESTMENTS LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BRITISH AMALGAMATED METAL INVESTMENTS LIMITED**

We have audited the financial statements of British Amalgamated Metal Investments Limited for the year ended 31 December 2013 which comprise the profit and loss account, the balance sheet and the related notes. 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 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 auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### *Respective Responsibilities of Directors and Auditors*

As explained more fully in the statement of Directors' Responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's Ethical Standards for Auditors.

#### *Scope of the audit of the financial statements*

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

#### *Opinion on financial statements*

In our opinion the financial statements:

- 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
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### *Opinion on other matters prescribed by the Companies Act 2006*

In our opinion the information given in the Strategic and Directors' Report for the financial year ended 31 December 2013 for which the financial statements are prepared is consistent with the financial statements.

#### *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 financial statements 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.

BDO LLP

Andrew Richardson (senior statutory auditor)  
For and on behalf of BDO LLP, statutory auditor  
London  
United Kingdom  
Date: 25 April 2014

BDO LLP is a limited liability partnership registered in England and Wales (with registered number

**BRITISH AMALGAMATED METAL INVESTMENTS LIMITED****FOR THE YEAR ENDED 31 DECEMBER****PROFIT AND LOSS ACCOUNT**

	<b>Notes</b>	<b><u>2013</u></b> <b><u>£'000</u></b>	<b><u>2012</u></b> <b><u>£'000</u></b>
Investment income	3	1,944	28,700
Interest	4	1,112	742
Other income		5	5
Exchange differences		(1,427)	(444)
Other costs		(2)	(74)
		<hr/>	<hr/>
Profit on ordinary activities before taxation		1,632	28,929
Tax on profit on ordinary activities	5	(33)	42
		<hr/>	<hr/>
Profit on ordinary activities after taxation	11	1,599	28,971
		<hr/>	<hr/>

There were no recognised gains or losses in the year other than the profit above, and therefore no separate statement of total recognised gains or losses has been prepared.

All activities of the Company are continuing.

**BRITISH AMALGAMATED METAL INVESTMENTS LIMITED****BALANCE SHEET AS AT 31 DECEMBER**

	Notes	<u>2013</u> <u>£'000</u>	<u>2012</u> <u>£'000</u>
<b><u>FIXED ASSETS</u></b>			
Tangible assets	7	85	85
Investments	8	27,345	26,815
		<u>27,430</u>	<u>26,900</u>
<b><u>CURRENT ASSETS</u></b>			
Debtors	9	17,759	44,202
Cash at Bank		169	18
		<u>17,928</u>	<u>44,220</u>
		<u>45,358</u>	<u>71,120</u>
<b><u>CAPITAL AND RESERVES</u></b>			
Share capital	10	2,526	2,526
Share premium account	11	53	53
Revaluation Reserve	11	85	85
Profit and Loss Account	11	41,757	68,456
Shareholders' funds	11	<u>44,421</u>	<u>71,120</u>
<b><u>CREDITORS</u></b>			
	12	937	-
		<u>45,358</u>	<u>71,120</u>

Company Registration no: 264420

The financial statements were approved by the Board of Directors and authorised for issue on 25 April 2014:

  
V H SHER  
G C L ROWAN**DIRECTORS**

## **BRITISH AMALGAMATED METAL INVESTMENTS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013**

#### **1. ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with accounting standards applicable in the United Kingdom and the Companies Act 2006. The Company prepares its financial statements under the historical cost convention, as amended by the revaluation of the freehold property (note 7) and investments. A summary of the more important accounting policies is given below.

#### **FIXED ASSET INVESTMENTS**

Fixed asset investments are periodically valued. Investments acquired subsequent to the latest valuation are included in the balance sheet at cost. At each balance sheet date the aggregate carrying value of investments is reviewed, with provision made for impairment.

#### **CONSOLIDATION**

Consolidated financial statements are not submitted as the Company is a wholly owned subsidiary of another body corporate incorporated in England and Wales (note 14).

#### **DIVIDEND INCOME**

Dividend income from overseas subsidiaries is shown inclusive of withholding taxes which are shown as overseas taxation within the taxation charge for the year.

#### **FOREIGN CURRENCY TRANSLATION**

Assets and liabilities expressed in foreign currencies are translated into sterling at rates ruling at the balance sheet date. Any profit or loss arising on translation is included in the profit and loss account.

**BRITISH AMALGAMATED METAL INVESTMENTS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2013 (CONTINUED)**

**2. DIRECTORS' REMUNERATION**

The Directors did not receive any remuneration in respect of their services to the Company during the year (2012: nil).

	<u>2013</u> <u>£'000</u>	<u>2012</u> <u>£'000</u>
<b>3. <u>INVESTMENT INCOME</u></b>		
Dividend income from shares in subsidiary undertakings	1,944	28,700
	<u>1,944</u>	<u>28,700</u>

**4. INTEREST**

Receivable from parent undertakings	455	47
Receivable from subsidiary undertaking	628	636
Receivable from other sources	29	59
	<u>1,112</u>	<u>742</u>



**BRITISH AMALGAMATED METAL INVESTMENTS LIMITED****NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2013 (CONTINUED)**

	<u>2013</u> <u>£'000</u>	<u>2012</u> <u>£'000</u>
<b>5. <u>TAXATION</u></b>		
UK corporation tax	(84)	(42)
Double taxation relief	(37)	(26)
Overseas taxation	37	26
Prior year adjustment	117	-
	<u>33</u>	<u>(42)</u>

**Factors affecting tax charge for year**

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The differences are explained below:

Profit on ordinary activities before tax	<u>1,632</u>	<u>28,929</u>
Profit on ordinary activities multiplied by the standard rate of corporate tax in the UK of 23.25% (2012: 24.50%)	379	7,087
Effects of:		
Dividends not taxable	(451)	(7,031)
Permanent disallowables	-	18
Tax receivable on utilisation of Company's capital losses	(12)	(116)
Overseas taxation	37	26
Double taxation relief	(37)	(26)
Prior year adjustment and miscellaneous	117	-
Current tax charge/(credit) for year	<u>33</u>	<u>(42)</u>

The Company had no timing differences for deferred tax purposes in the year (2012: nil).

**6. DIVIDENDS**

Ordinary shares:		
Interim dividend paid of 280.06p per share (2012: 49.48p)	<u>28,298</u>	<u>5,000</u>

**BRITISH AMALGAMATED METAL INVESTMENTS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2013 (CONTINUED)**

**7. TANGIBLE FIXED ASSETS**

<b><u>Freehold Land &amp; Buildings: Investment Property</u></b>	<b><u>£'000</u></b>
Valuation as at 1 January 2013 and 31 December 2013	<u>85</u>

**8. FIXED ASSET INVESTMENTS**

	<b>Shares in Subsidiary Undertakings</b>
<b><u>Cost/Valuation</u></b>	<b><u>£'000</u></b>
At 1 January 2013	26,815
Purchase of shares in Escoy Holdings Bhd	240
Purchase of shares in BAMl Inc	290
At 31 December 2013	<u>27,345</u>

The Directors have considered the value of all the fixed asset investments as at 31 December 2013 and are satisfied that their aggregate value was not less than £27,345,000.

**BRITISH AMALGAMATED METAL INVESTMENTS LIMITED****NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2013 (CONTINUED)**

<b><u>Company and country of incorporation/ registration</u></b>	<b><u>Principal places of business</u></b>	<b><u>Main activities</u></b>	<b><u>Percentage of equity shares held %</u></b>
<b><u>Subsidiary Undertakings</u></b>			
<b><u>Great Britain</u></b>			
Amalgamated Metal Trading Ltd	London	London Metal Exchange ring dealer	100
AMT Futures Ltd	London	Commodity and financial futures brokers and fund management	100
<b><u>Singapore</u></b>			
Amalgamet (South East Asia) Pte Ltd	Singapore	Metals, concentrates and minerals trading	100
<b><u>USA</u></b>			
Amalgamet Inc	New York	Metals, concentrates and minerals trading	100
<b><u>Canada</u></b>			
BAMI Canada Inc	Toronto	Investment and property holding company	100 <sup>+</sup>
<sup>+</sup> BAMI Canada Inc controls two limited partnerships, Debro Steel LP (steel service centre) and Amalgamet Canada LP (metals, concentrates and minerals trading), both of which are located in Toronto.			
<b><u>Thailand</u></b>			
Thailand Smelting & Refining Company Limited (Thaisarco)	Phuket Bangkok Laem Chabang	Tin refining, manufacture of solders and metal powders and distribution of metals	50*
* The Company holds 50% of the ordinary shares of Thaisarco, and Escoy Holdings Bhd (below) holds the other 50%, giving the Company an effective 77.05% holding.			
<b><u>Malaysia</u></b>			
Escoy Holdings Bhd	Penang	Investment holding company	54.091

**BRITISH AMALGAMATED METAL INVESTMENTS LIMITED****NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2013 (CONTINUED)**

	<b><u>2013</u></b> <b><u>£'000</u></b>	<b><u>2012</u></b> <b><u>£'000</u></b>
<b>9. <u>DEBTORS</u></b>		
Amounts falling due after more than one year :		
Loan to BAMl Canada Inc	16,477	17,901
Deferred consideration	-	1,057
Amounts falling due within one year :		
Amounts owed by parent undertakings	437	24,552
Taxation recoverable	122	68
Prepayments and accrued income	723	624
	<u>17,759</u>	<u>44,202</u>

Interest is currently charged at 3.5% per annum on the loan to BAMl Canada Inc.

Amounts owed by other Group undertakings are unsecured and have no fixed date of repayment.  
Interest was charged on the balance at the end of each day at an annual rate of 1.75%.

	<b><u>2013</u></b> <b><u>£'000</u></b>	<b><u>2012</u></b> <b><u>£'000</u></b>
<b>10. <u>SHARE CAPITAL</u></b>		
10,104,410 ordinary shares of 25p each	<u>2,526</u>	<u>2,526</u>
<b>11. <u>RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS</u></b>		
Called up share capital (note 10)	<u>2,526</u>	<u>2,526</u>
Share premium account	<u>53</u>	<u>53</u>
Revaluation reserve		
Brought forward	85	86
Transfer	-	(1)
Carried forward	<u>85</u>	<u>85</u>
Profit and loss account		
Brought forward	68,456	44,484
Profit for the financial year	1,599	28,971
Dividends declared and paid (note 6)	(28,298)	(5,000)
Transfer	-	1
Profit and loss account carried forward	<u>41,757</u>	<u>68,456</u>
Closing shareholders' funds	<u>44,421</u>	<u>71,120</u>

**BRITISH AMALGAMATED METAL INVESTMENTS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2013 (CONTINUED)**

	<b><u>2013</u></b> <b><u>£'000</u></b>	<b><u>2012</u></b> <b><u>£'000</u></b>
<b>12. <u>CREDITORS</u></b>		
Amounts falling due within one year:		
Amount owed to Group undertakings:		
- Parent undertaking	901	-
Accruals and deferred income	36	-
	<u>937</u>	<u>-</u>

**13. CASH FLOW STATEMENT**

The Company is a wholly owned subsidiary of Amalgamated Metal Corporation PLC (note 14) whose financial statements include a consolidated cash flow statement. Consequently, in accordance with FRS1 the Company is exempt from preparing a cash flow statement as part of these financial statements.

**14. PARENT UNDERTAKINGS**

The Company is a subsidiary of Amalgamated Metal Investment Holdings Limited, which is incorporated in England and Wales.

The Company's ultimate parent undertaking is AMCO Investments Limited (AMCO), a company incorporated in England and Wales. AMCO is the parent of the largest group of undertakings for which consolidated financial statements are drawn up and of which the Company is a member. Copies of the consolidated financial statements of AMCO are available from Companies House.

Amalgamated Metal Corporation PLC (AMC) is the parent of the smallest group of undertakings for which consolidated financial statements are drawn up and of which the Company is a member. Copies of the consolidated financial statements are available at AMC's registered office: 55 Bishopsgate, London EC2N 3AH.

**15. RELATED PARTIES**

The company has taken advantage of the exemption conferred by Financial Reporting Standard 8, "Related Party Transactions" not to disclose transactions with members of the group headed by AMCO Investments Limited on the grounds that 100% of the voting rights in the Company are controlled within that group and the Company is included in consolidated financial statements.

**16. FINANCIAL REPORTING STANDARD 29, FINANCIAL INSTRUMENTS: DISCLOSURES**

The Company has taken advantage of the exemption allowed by Financial Reporting Standard 29, "Financial Instruments: Disclosures", not to make any disclosures that comply with that standard on the grounds that 100% of the voting rights of the Company are controlled by Amalgamated Metal Corporation PLC for which consolidated financial statements are publicly available. Disclosures required by FRS 29 are given in the accounts of Amalgamated Metal Corporation PLC.