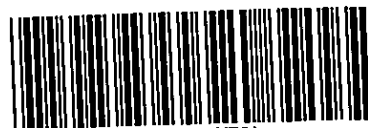


Foseco Overseas Limited

Directors' Report and Financial Statements

for the Year Ended 31 December 2010

THURSDAY



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COMPANIES HOUSE

Foseco Overseas Limited
Company Information

Directors	O Dallemagne BR Elliston RMH Malthouse R Sykes
Company Secretary	RS Fell
Registered office	165 Fleet Street London EC4A 2AE
Auditors	KPMG Audit Plc Statutory Auditor and Chartered Accountants 15 Canada Square London E14 5GL

Foseco Overseas Limited
Directors' Report for the Year Ended 31 December 2010

The Directors present their report and the financial statements for the year ended 31 December 2010

Directors of the Company

The Directors who held office during the year were as follows

O Dallemagne

BR Elliston

RMH Malthouse

R Sykes

Principal activity and review of the business

The Company is an investment holding company for investments in group undertakings, and its investing activities during the year are detailed in note 4

Results and dividends

The result for the year is shown on page 5 The Directors do not recommend payment of a final dividend (2009 £nil)

Political and charitable donations

During the year the Company made political donations of £nil and charitable donations of £nil

Disclosure of information to the 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

Reappointment of auditors

The auditors KPMG Audit Plc are deemed to be reappointed under section 487(2) of the Companies Act 2006

Approved by the Board on 20 July 2011 and signed on its behalf by



RS Fell
Company Secretary

Foseco Overseas Limited
Statement of Directors' Responsibilities

The Directors are responsible for preparing the 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 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 apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping 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.

Independent Auditor's Report to the Members of Foseco Overseas Limited

We have audited the financial statements of Foseco Overseas Limited for the year ended 31 December 2010, set out on pages 5 to 11. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 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 set out on page 3, 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 Auditing Practices Board's (APB'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 APB's web-site at www.frc.org.uk/apb/scope/private.cfm.

Opinion on the 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 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

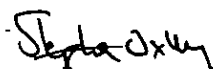
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the 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.



Stephen Oxley (Senior Statutory Auditor)
For and on behalf of KPMG Audit Plc, Statutory Auditors

Chartered Accountants
15 Canada Square
London
E14 5GL

20 July 2011

Foseco Overseas Limited
Profit and Loss Account for the Year Ended 31 December 2010

	Note	2010 £ 000	2009 £ 000
Impairment of fixed asset investments reversal	4	-	1
Operating profit	2	-	1
Income from shares in group undertakings		901	9,550
Profit on ordinary activities before taxation		901	9,551
Tax on profit on ordinary activities	3	-	-
Profit for the financial year	8	901	9,551

All activities relate to continuing operations

The Company has no recognised gains or losses for the year other than the results above

Foseco Overseas Limited
(Registration number: 383505)
Balance Sheet at 31 December 2010

	Note	2010 £ 000	2009 £ 000
Fixed assets			
Investments	4	<u>34,190</u>	<u>58,695</u>
Current assets			
Debtors	5	42,283	16,877
Creditors Amounts falling due within one year	6	<u>(44,621)</u>	<u>(44,621)</u>
Net current liabilities		<u>(2,338)</u>	<u>(27,744)</u>
Net assets		<u>31,852</u>	<u>30,951</u>
Capital and reserves			
Called up share capital	7	15,154	15,154
Profit and loss account	8	<u>16,698</u>	<u>15,797</u>
Shareholders' funds	9	<u>31,852</u>	<u>30,951</u>

Approved by the Board on 20 July 2011 and signed on its behalf by



BR Elliston
Director

Foseco Overseas Limited

Notes to the Financial Statements for the Year Ended 31 December 2010

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

Going concern

The financial statements have been prepared on the going concern basis, notwithstanding net current liabilities as shown on page 6, which the Directors believe to be appropriate for the following reason. The Company is dependent for its working capital on funds provided to it by Cookson Group plc, the Company's ultimate parent. Cookson Group plc has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company. The Directors consider that this should enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment.

Exemption from preparing a cash flow statement

The Company is exempt from the requirement of FRS 1 (Revised) to prepare a cash flow statement as its cash flows are included within the consolidated cash flow statement of Cookson Group plc.

Exemption from preparing group accounts

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements since the Company is itself a wholly-owned subsidiary of Cookson Group plc. These financial statements present information about the Company as an individual undertaking and not about its group.

Fixed asset investments

Investments in subsidiary undertakings ('subsidiaries') are stated at cost, less any impairment in value.

Taxation

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

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.

Foreign currency

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

2 Operating profit

Other than the Directors, the Company had no employees during the year (2009: nil). The Directors received remuneration of £nil (2009: £nil) in respect of services to the Company during the year. An allocated audit fee was borne by the ultimate parent undertaking, Cookson Group plc, of £4,000 (2009: £4,000).

Foseco Overseas Limited

Notes to the Financial Statements for the Year Ended 31 December 2010

continued

3 Taxation

Tax on profit on ordinary activities

	2010 £ 000	2009 £ 000
Total tax on profit on ordinary activities	-	-

Factors affecting current tax charge for the year

Tax on profit on ordinary activities for the year is lower than (2009 lower than) the standard rate of corporation tax in the UK of 28% (2009 28%)

The differences are reconciled below

	2010 £ 000	2009 £ 000
Profit on ordinary activities before taxation	901	9,551
Corporation tax at standard rate	252	2,674
Income not taxable	(252)	(2,608)
Double tax relief	-	(66)
Total current tax	-	-

Foseco Overseas Limited

Notes to the Financial Statements for the Year Ended 31 December 2010

continued

4 Investments held as fixed assets

	Investments in subsidiary undertakings £ 000	Loans to subsidiary undertakings £ 000	Total fixed asset investments £ 000
Cost			
At 1 January 2010	64,544	25,599	90,143
Disposals	(11,000)	-	(11,000)
Transfer	-	(13,505)	(13,505)
At 31 December 2010	53,544	12,094	65,638
Provision for impairment			
At 1 January 2010	31,448	-	31,448
At 31 December 2010	31,448	-	31,448
Net book value			
At 31 December 2010	22,096	12,094	34,190
At 31 December 2009	33,096	25,599	58,695

Details of undertakings

The principal subsidiaries of Foseco Overseas Limited and the countries in which they are incorporated are as follows

Foseco Transnational Ltd, England & Wales
* Vesuvius Refractories (Tianjin) Co Ltd, China

* Foseco Foundry (China) Ltd, China
Foseco India Ltd, India (58%)

Where marked with an asterisk (*), the ordinary capital of the above companies was owned by a Foseco Overseas Limited subsidiary at 31 December 2010. All of the above are wholly-owned, unless otherwise stated.

The following investment activity occurred during the year:

The Company disposed of its 100% investment in Foseco International Limited to Cookson Overseas Limited which had a net carrying value of £10,999,962. Net proceeds of £10,999,962 were received, resulting in a nil profit/loss on disposal. A balance owed by Foseco International Ltd of £13,505,212 was subsequently transferred out of loans to subsidiary undertakings and into amounts owed by group undertakings.

5 Debtors

	2010 £ 000	2009 £ 000
Amounts owed by group undertakings	42,283	16,877

Foseco Overseas Limited

Notes to the Financial Statements for the Year Ended 31 December 2010

continued

6 Creditors. Amounts falling due within one year

	2010 £ 000	2009 £ 000
Amounts owed to group undertakings	44,121	44,121
Accruals and deferred income	500	500
	<u>44,621</u>	<u>44,621</u>

7 Share capital

Allotted, called up and fully paid shares

	2010		2009	
	No.	£ 000	No.	£ 000
Ordinary shares of £0.25 each	<u>60,616,139</u>	<u>15,154</u>	<u>60,616,139</u>	<u>15,154</u>

8 Reserves

	Profit and loss account £ 000
At 1 January 2010	15,797
Profit for the year	<u>901</u>
At 31 December 2010	<u>16,698</u>

9 Reconciliation of movement in shareholders' funds

	2010 £ 000	2009 £ 000
Profit attributable to the members of the Company	<u>901</u>	<u>9,551</u>
Net addition to shareholders' funds	901	9,551
Shareholders' funds at 1 January	<u>30,951</u>	<u>21,400</u>
Shareholders' funds at 31 December	<u>31,852</u>	<u>30,951</u>

10 Related party transactions

As the Company is a wholly owned subsidiary of Cookson Group plc, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the Cookson Group plc group

Foseco Overseas Limited

Notes to the Financial Statements for the Year Ended 31 December 2010

continued

11 Immediate parent undertaking

The immediate parent undertaking is Foseco (UK) Limited

The ultimate controlling party is Cookson Group plc, registered in England and Wales, which heads the largest group in which the results of the Company are consolidated. The financial statements of Cookson Group plc are available to the public and may be obtained from the Company Secretary, Cookson Group plc, 165 Fleet Street, London EC4A 2AE.

No other group financial statements include the results of the Company.