Company Registration No. 00759991

Stemcor Distribution Limited

Report and Financial Statements

31 December 2022

AMENDING

Contents

Corporate information

Directors

Andrew Checketts	
Steven Graf	Appointed 16 November 2022
Julian Verden	

Auditor

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Strategic report

The directors present their strategic report for the year ended 31 December 2022.

Review of the business

The Company is a wholly owned subsidiary of Stemcor Global Holdings Limited ("the Group") and operates as a Distributor. 2022 was another strong year for the Company, capitalising on market opportunities and continuing to maintain and develop some excellent trade flows.

The principal activities of the Company are trading in steel products.

The Group manages its operations on a divisional basis. For this reason, the Company's directors believe that key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business.

Principal risks and uncertainties

The Company's principal risk is that the Group fails to comply with its covenanted obligations under the terms of its financing agreements. A covenant breach could lead to a default, which in turn could impact trade finance funding to the Company and the Group.

The operating financial and strategic risks, as well as details required by the UK Companies Act 2006 including section 172, which affect the Company, are discussed in the Stemcor Global Holdings Limited's Annual Report, which does not form part of this report. The consolidated accounts can be found on Stemcor's website.

By Order of the Board

J Verden
Director
28 April 2023

Directors' report

The directors present their report for the year ended 31 December 2022.

Directors of the Company

The directors who served during the year and to the date of this report are shown on page 2.

Directors' indemnities

The Company's articles of association provide, subject to the provisions of local legislation, that the Company may indemnify any director or former director of the Company in respect of any losses or liabilities he or she may incur in connection with any proven or alleged negligence, default, breach of duty or breach of trust in relation to the Company (including by funding any expenditure incurred or to be incurred by him or her). In addition, directors and officers of the Company and its subsidiaries are covered by Directors' & Officers liability insurance.

Dividends

No dividends were paid during the year and no dividend is proposed in relation to 2022 (2021: £2,506,000).

Results

The results for the year are set out on page 10.

Future developments

The directors aim to continue the trading strategy of the Group focussing on governance, risk and cost structure.

Events since the balance sheet date

There were no events that occurred between the end of the reporting period and the date when the financial statements were authorised for issue that affect the accounts as at 31 December 2022.

Going concern

After having considered the disclosures in Note 1, the directors believe that the Group has an expectation of managing these risks. As a result, the Directors have continued to adopt the going concern basis in preparing the financial statements.

Political donations

No political donations were made during the year (2021: £nil).

Directors' report (continued)

Disabled employees

The Stemcor Group takes seriously its legal and moral responsibilities in relation to employees who are disabled or who become disabled whilst employed by us. We understand our requirements to make reasonable adjustments for disabled applicants to the Company. Employees who become disabled whilst working for us are given practical assistance with adapting to their new situation and we work with them to identify and provide reasonable adjustments to enable them to continue to be employed by us as far as possible. We are committed that disabled employees are assisted in training, career development and promotion opportunities so that their disabilities do not disadvantage them in accessing those opportunities.

Employee involvement

The Stemcor Group understands that its success is dependent on the motivation and engagement of its employees. Communication and consultation are at the heart of engagement and this is delivered principally within each subsidiary unit of Stemcor through both formal and informal staff information and consultation methods. At a Group level, the global internal communications portal provides access to relevant communication about Company performance, business information and community news.

Energy usage

The Streamlined Energy and Carbon Reporting Regulations "SECR" were issued in 2018 and are designed to increase awareness of energy costs within organisations, provide data which could be used to drive energy efficiency measures and to help reduce organisation's impact on climate change. The regulations also seek to provide greater transparency for stakeholders. The regulations lay down requirements for which companies are being asked to report on energy use.

Stemcor Distribution Limited has not met the thresholds laid down in the regulations in either the 2022 or 2021 financial year (i.e. the Company has consumed less than 40,000 kWh of energy). Stemcor Distributions Limited is therefore classed as a Low Energy User as defined in the regulations and has no disclosure to make.

Disclosure of information to the auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

By Order of the Board

J Verden
Director
28 April 2023

Directors' responsibility statement

The directors are responsible for preparing the Strategic Report, 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ('FRS102'). 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 year.

In preparing those 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;
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.
- Present fairly the financial position, and financial performance of the Company;
- Present information including accounting policies in a manner that provides relevant, reliable, comparable and understandable information; and
- Provide additional disclosures when compliance with the specific requirements of FRS 102 is sufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance.

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 Stemcor Distribution Limited

Opinion

We have audited the financial statements of Stemcor Distribution Limited for the year ended 31 December 2022 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Statement of Financial Position and the related notes 1 to 16, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 December 2022 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period to 31 December 2024 being a period of at least a year from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Independent auditor's report to the members of Stemcor Distribution Limited (continued)

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or Directors' Report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Independent auditor's report to the members of Stemcor Distribution Limited (continued)

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are those that relate to the reporting framework (FRS 102) Companies Act 2006, Bribery Act 2010, Companies (Miscellaneous Reporting) Regulation 2018, and the relevant direct and indirect tax compliance regulation in the United Kingdom. In addition, we concluded that there are certain significant laws and regulations that may have an effect on the determination of the amounts and disclosures in the financial statements, mainly relating to employee matters, general data protection regulations and bribery, anti-money laundering and corruption practices.
- We understood how the Company is complying with those frameworks and the Company's policies by making enquiries of management to understand the policies and procedures in place as well as reviewing corroborative evidence as necessary. We corroborated our enquiries through the review of all minutes of board meetings held during the year; the Stemcor Group's code of conduct setting out the key principles and requirements for all staff in relation to compliance with laws and regulations; any relevant correspondence with local tax authorities; any incidents reported through the whistleblowing line and any relevant correspondence received from regulatory bodies; external legal counsel; and noted there was no contradictory evidence.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by considering the controls that the Stemcor Group established to address risks identified by the entity or that otherwise seek to prevent, deter or detect fraud and how senior management monitors those controls. We gained an understanding of the entity level controls and policies that the Group applies. We also considered performance targets and their propensity to influence management to manage earnings. We assessed that revenue and manual statutory adjustments were areas of the audit which might be more susceptible to fraud.
- We obtained an understanding of the controls over the process for the recognition of revenue and manual adjustments to the statutory financial statements. We carried out audit procedures particularly focusing on the existence of revenue recorded and any manual adjustments to both revenue and the financial statements. We incorporated data analytics into our testing procedures for revenue and journal entry testing. We also identified specific transactions meeting our defined risk criteria based on our understanding of the business and obtained supporting documentation as appropriate. These procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved reviewing minutes from the Board of Directors, enquiring with key management personnel and testing journals identified by specific risk criteria.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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.

Ernst & Young LLP

Jessy Maguhn (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP
London
28 April 2023

Income Statement

For the year ended 31 December 2022

	Notes	***2022*** **£'000**	2021 £'000
Turnover		**239,899**	194,214
Cost of sales		**(224,493)**	(182,523)
Gross profit		**15,406**	11,691
Administrative and distribution costs		**(5,950)**	(5,072)
Operating profit	2	**9,456**	6,619
Interest receivable and similar income		**-**	31
Interest payable and similar charges	5	**(3,971)**	(1,980)
Profit on ordinary activities before taxation		**5,485**	4,670
Tax on profit on ordinary activities	6	**-**	-
Profit for the financial year		**5,485**	4,670

The results above are derived solely from continuing operations. The accompanying Notes are an integral part of the annual accounts.

Statement of Comprehensive Income

For the year ended 31 December 2022

	2022 **£'000**	*2021* £'000
Profit for the financial year	**5,485**	4,670
Movement in cash flow hedging position	**(1,602)**	626
Total comprehensive income for the financial year	**3,883**	5,296

Statement of Changes in Equity

For the year ended 31 December 2022

	Share capital £'000	*Share premium £'000*	*Profit and loss account £'000*	*Hedging reserve £'000*	*Shareholder equity £'000*
At 1 January 2021	1,000	6,618	9,218	(1,478)	15,358
Profit for the year	-	-	4,670	-	4,670
Other comprehensive income	-	-	-	626	626
Total comprehensive income for the year	-	-	4,670	626	5,296
Dividends (Note 11)	-	-	(2,506)	-	(2,506)
At 31 December 2021	1,000	6,618	11,382	(852)	18,148
Profit for the year	-	-	5,485	-	5,485
Other comprehensive loss	-	-	-	(1,602)	(1,602)
Total comprehensive income for the year	-	-	5,485	(1,602)	3,883
At 31 December 2022	**1,000**	**6,618**	**16,867**	**(2,454)**	**22,031**

Statement of Financial Position

At 31 December 2022

	Notes	***2022*** ***£'000***	*2021* *£'000*
Current assets			
Stock	7	**47,086**	95,998
Debtors: amounts falling due within one year	8	**77,030**	55,065
Cash at bank and in hand	9	**9,922**	12,679
		134,038	163,742
Creditors: amounts falling due within one year	10	**(112,007)**	(145,594)
Net current assets		**22,031**	18,148
Total assets less current liabilities and net assets		**22,031**	18,148
Capital and reserves			
Share capital	11	**1,000**	1,000
Share premium		**6,618**	6,618
Profit and loss account		**16,867**	11,382
Hedging reserve		**(2,454)**	(852)
Shareholder equity		**22,031**	18,148

The accompanying Notes are an integral part of the annual accounts.

These financial statements of Stemcor Distribution Limited (registration number 00759991) were approved by the Board of Directors and authorised for issue on 28 April 2023

A Checketts
Director

Notes to the financial statements

1. Accounting policies

Stemcor Distribution Limited (the Company) is a private company, limited by shares, incorporated in England and Wales. The Registered Office is Longbow House, 4th Floor, 14-20 Chiswell Street, London EC1Y 4TW.

The Company's financial statements have been prepared in compliance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (FRS 102) as it applies to financial statements of companies for the year ended 31 December 2022.

Basis of preparation
The financial statements of Stemcor Distribution Limited were authorised for issue by the Board of Directors on 28 April 2023. The financial statements have been prepared in accordance with applicable accounting standards. The financial statements are prepared in GBP which is the functional currency of the Company and rounded to the nearest £'000.

Exemptions
As permitted by FRS 102 Section 1.12, the Company has taken advantage of the exemptions available under that standard in relation to presentation of cash flow statement and the aggregate remuneration of key management personnel. Where required equivalent disclosures are given in the consolidated financial statements of Stemcor Global Holdings Limited.

Going concern
Stemcor Distribution Limited is a subsidiary of Stemcor Global Holdings Limited ("SGHL" or "the Group"). From a financing perspective a number of key facilities are guaranteed at a Group level.

The Directors have reviewed current trading, cash flow projections, business forecasts and the Company's financing facilities as part of their assessment of the Company's ability to continue as a going concern. The Directors have also considered the cash position as of 31 December 2022 (£9.9m) and the net current asset position (£22.0m), which includes overdrafts and short borrowings due in 2023 (£84.5m)

The Directors have worked with senior management within the Company and agreed a business plan that forecasts trading through to the end of December 2024. This business plan has been used as the basis for the going concern assessment and other estimates made during the financial year. The business plan contains the most up-to-date management information and provides a sufficient level of detail to support these assessments.

The Directors believe that with the majority of the Company's trading transactions being short term in nature, they can reasonably forecast the results of the Company's operating model. The business plan includes analysis of the Company's income statement, statement of financial position, cash flows and also performance against the covenants within its various financing facilities over the forecast period.

The Directors are aware of the following uncertainties facing the industry in which the business operates:

- The commodities market is subject to a degree of volatility, including global inflationary pressures, which could result in unforeseen market shocks or loss of key customers, which continues to be exacerbated by the Russia/Ukraine war; and
- There is continued over-capacity in global steel markets which could lead to lower volumes and pricing.

Notes to the financial statements

1. Accounting policies (continued)

Going concern (continued)
These uncertainties may prevent the Company from performing in accordance with its business plan, from meeting its forecasts and from complying with its covenants. The business plan has been subjected to sensitivity testing which involves flexing a number of the main underlying assumptions and evaluating the potential impact of the Company's principal risks noted above in the Strategic report actually occurring and considering the mitigating actions available to the Company over the relevant timeframe, if such risks did arise, non-compliance with the Company's covenants is remote.

Although there remain some uncertainties in relation to market conditions, the Company's financing risks are mitigated by:

- The Stemcor Group's historic track record of successfully renewing or refinancing its working capital facilities of the Company;
- The Stemcor Group's ability to bring on board new lenders to the Company;
- The diverse range of bilateral financing facilities across c.20 bilateral lenders (and borrowing bases), with varying levels of utilisation, head room and renewal dates ensuring the Stemcor Group is not beholden to any one facility or lender to maintain financing continuity; and
- A supportive lender group.

The risk associated with the clean execution of the forward order book, and also the full recoverability of stock on the balance sheet, is mitigated by the high proportion of the orderbook and stock being pre-sold. The risk of the full recoverability of the debtor book is mitigated by the vast majority of sales transactions being secured with an export letter of credit, or sold under credit insurance.

The Directors believe that the Company has a track record of managing these remaining risks, based on the Company's robust finance model, appropriate scale, a streamlined and efficient cost base, a clear trading strategy and strong corporate governance.

In July 2022, Cedar Industrial Group Co. Limited sold Prosperity Kingsfield Limited (an intermediary Group holding company) to Shou Ye Holding (Hong Kong) Limited. The Directors note Shou Ye's commitment to preserving and protecting the value of the Stemcor Group and continuity of the current management team, during what is anticipated to be an interim period of ownership whilst the Group explores the option of a new long term, strategic ownership structure, with the support of the lender group.

After making reasonable enquiries and having carefully considered the matters described above, the Directors believe that the Company is a sustainable business, will be able to meet its liabilities as they fall due and will have adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Directors continue to adopt the going concern basis in preparing the financial statements of Stemcor Distribution Limited.

Judgements and key sources of estimation uncertainty
The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the Statement of Financial Position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgement (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Notes to the financial statements

1. Accounting policies (continued)

Impairment of non-financial assets
When there are indicators of impairment of individual assets, the Company performs an impairment test based on estimated net realisable value less costs to sell. The estimated net realisable value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction on similar assets or observable market prices less incremental costs for disposing of the asset.

Foreign currencies
Transactions in foreign currencies are initially recorded in the entity's functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of the exchange ruling at the Statement of Financial Position date. All differences are taken to the Income Statement.

Derivative instruments
The Company uses forward foreign currency contracts to reduce exposure to foreign exchange rates and commodity contracts to cover exposure to commodity price risk. The Company also uses commodity contracts to profit from movements in commodity prices.

The Company applies hedge accounting for transactions entered to manage the foreign exchange exposures. Forward foreign exchange contracts are designated as cash flow hedges of sales or purchases denominated in foreign currencies.

Changes in the fair values of derivatives designated as cash flow hedges, and which are effective, are recognised directly in equity. Any ineffectiveness in the hedging relationship (being the excess of the cumulative change in fair value of the hedging instrument since inception of the hedge over the cumulative change in the fair value of the hedged item since inception of the hedge) is recognised in the income statement.

If a hedged forecast transaction results in the recognition of a non-financial asset or non-financial liability, the cumulative gain or loss in reserve is reclassified to include it in the initial cost of the asset or liability.

For hedges that do not result in the recognition of a non-financial asset or non-financial liability, the gain or loss recognised in other comprehensive income is reclassified to the income statement in the same period or periods during which the hedged sales or purchases affect profit or loss. Forecast transactions are expected to occur and affect profit or loss within the next twelve months.

Hedge accounting is discontinued when the hedging instrument expires, no longer meets the hedging criteria, the forecast transaction is no longer highly probable, or the hedging instrument is terminated.

Revenue recognition
Turnover represents the invoiced amount of goods sold to third parties net of value added tax, duty and trade discounts. Turnover arising from the sale of steel materials is recognised when the risks and rewards of ownership have substantially passed to the customer.

Turnover arising from the sale of steel is recognised when the risks and rewards of ownership have substantially passed to the customer. No turnover is recognised if there are significant uncertainties regarding recovery of the amount due, associated costs or the possible return of goods.

Notes to the financial statements

1. Accounting policies (continued)

Interest-bearing loans and borrowings
All interest-bearing loans and borrowings which are basic financial instruments are initially recognised at the present value of the cash payable to the bank (including interest). After initial recognition they are measured at amortised cost using the effective interest rate method. The effective interest rate amortisation is included in finance costs in the Income Statement.

Taxation
The Company establishes provisions based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience with previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Further details are contained in Note 6.

Stock
Stock is stated at the lower of cost and net realisable value. Cost includes all costs incurred in bringing each product to its present location and condition. Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal.

Short-term debtors and creditors
Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the Income Statement.

Cash and cash equivalents
Cash and cash equivalents in the Statement of Financial Position comprise cash at banks and in hand and short term deposits with an original maturity date of three months or less.

Provisions for liabilities
A provision is recognised when the Company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation.

Share premium
This reserve records the amount above the nominal value received for shares sold, less transaction costs.

Profit and loss account
The profit and loss account holds the retained earnings of the company, after the deduction of any dividends paid in the period.

Hedging reserve
Changes in the fair value of derivatives designated as cash flow hedges, which are held to hedge the exposure to variability in cash flows of the hedged items, are recognised in other components of equity until changes in the fair value of the hedged item are recognised in profit or loss. The Company uses cash flow hedges for hedging the exposure to variability in foreign exchange rates.

Dividends
Dividends on equity shares are recognised as a deduction of equity when a liability to pay the dividend arises. Consequently, interim dividends are recognised when paid and final dividends when approved in general meeting.

Pensions
Contributions to defined contribution schemes are charged to the Income Statement as they are payable.

Notes to the financial statements

2. Operating profit

This is stated after charging:

	2022	2021
	£'000	£'000
Foreign exchange differences	81	88
Stock impairment reversal (Note 7)	(1,368)	(137)
Stock impairment loss (Note 7)	7,367	273
Auditor's remuneration (Note 3)	85	85

3. Auditors' remuneration

The remuneration of auditors or its associates is further analysed as follows.

	2022	2021
	£'000	£'000
Audit of the financial statements	85	85

Non audit fees paid to the Company's auditor for the year amounted to £nil (2021: £nil).

Notes to the financial statements

4. Staff costs

(a) Staff costs

	2022	2021
	£'000	£'000
Wages and salaries	**(4,445)**	(3,676)
Social security costs	**(199)**	(178)
Pension costs (Note 12)	**(141)**	(134)
	(4,785)	(3,988)

The average monthly number of employees during the year was as follows:

	2022	2021
	No.	No.
Sales and administration staff	**19**	18

(b) Directors' remuneration

None of the 3 directors (2021: 2) received any emoluments in respect of their services as directors of the Company during the year ended 31 December 2022 (2021: £nil).

The remuneration of the directors is paid by Stemcor Holdings 2 Limited and Stemcor USA. The directors act in a group capacity only and do not allocate specific time to the Company and therefore it is not possible to make an accurate apportionment of their emoluments in respect of the Company.

Notes to the financial statements

5. Interest payable and similar charges

	2022	2021
	£'000	£'000
Bank loans and overdrafts	**(3,971)**	(1,980)

6. Tax on profit on ordinary activities

The tax charge is made up as follows:

	2022	2021
Current taxation	**£'000**	£'000
UK corporation tax for the year at 19% (2021: 19%)	-	-
Deferred taxation		
Origination and timing differences	-	-
Total tax on profit on ordinary activities	-	-

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 19% (2021: 19%). The actual tax charge for the current year differs from the standard rate for the reasons set out in the following reconciliation:

	2022	2021
	£'000	£'000
Profit on ordinary activities before tax	**5,485**	4,670
Expected tax charge at 19% (2021: 19%)	**(1,042)**	(887)
Expenses not deductible	**(10)**	(6)
Transitional adjustments	**15**	15
Group relief claimed for no payment	**1,035**	876
Movement in deferred tax not provided on other items	**2**	2
Total tax charge	-	-

The Company has no tax losses arising in the UK (2021: £nil).

Legislation was introduced in UK Finance Act 2021 to increase the main rate of UK corporation tax from 19% to 25% from 1 April 2023.

Notes to the financial statements

7. Stock

	2022	2021
	£'000	£'000
Finished goods and goods for resale	**53,085**	96,191
Stock provision	**(5,999)**	(193)
	47,086	95,998

In the opinion of the directors, the replacement cost of stock does not differ materially from the above figures.

Included in the stock figures is £53,085,000 (2021: £96,191,000) which relates to inventories pledged as security for liabilities.

Stock recognised as an expense in the year were £198,563,000 (2021: £163,616,000).

Impairment losses recognised in cost of sales are £7,367,000 (2021: £273,000) and the impairments reversed are £1,368,000 (2021: £137,000). Included in the stock provision is circa £4.7m in respect of a product quality claims.

8. Debtors

	2022	2021
	£'000	£'000
Trade debtors	**76,684**	52,840
Derivative financial instruments	**-**	1,758
Other debtors	**19**	45
Prepayments	**327**	422
	77,030	55,065

Included in debtors is £nil (2021: £nil) of debtors due after more than one year.

Included in Trade debtors is £76,684,000 (2021: £52,840,000) which are pledged as security for liabilities.

9. Cash at bank and in hand

Included in cash at bank and in hand is £9,922,000 (2021: £12,679,000) which are pledged as security for liabilities.

Notes to the financial statements

10. Creditors: amounts falling due within one year

	2022	2021
	£'000	£'000
Overdrafts and short term borrowings	**(84,479)**	(97,355)
Trade creditors	**(6,106)**	(19,067)
Amounts owed to fellow group undertakings	**(65)**	(5,759)
Other creditors	**(12,393)**	(10,912)
Derivative financial instruments	**(537)**	-
Accruals	**(8,427)**	(12,501)
	(112,007)	(145,594)

Included in overdrafts and short term borrowings is £84,749,000 (2021: £97,355,000) of transactional finance provided by a series of uncommitted bilateral facilities and a syndicated Borrowing Base facility, secured on cash at bank, stock and trade debtors. The uncommitted bilateral facilities are repayable upon proceeds from the assets being financed and carries an interest rate of Lender Cost of funds plus an average margin of 2.25% (2021: 2.25%). The syndicated Borrowing Base facility carries an interest rate of SONIA plus 2.1% (2021: SONIA plus 2.1%). This facility expires in July 2023. At the end of December 2022 and December 2021 all covenants were in effect and were met.

11. Share capital and reserves

	2022	2021
Allotted, called up and fully paid	**£'000**	£'000
At 1 January and at 31 December – 1,000,000 Ordinary shares of £1 each	**1,000**	1,000

Dividends
No dividends were paid during the year and no dividend is proposed in relation to 2022 (2021: £2,506,000).

12. Pensions

The principal pension arrangements are defined contribution schemes. The assets are held separately from those of the Company in independently administered funds. The costs were charged to the Income Statement as incurred. There were no outstanding contributions or prepaid contributions at either the beginning or end of the financial year.

	2022	2021
	£'000	£'000
Defined contribution scheme (Note 4)	**141**	134

Notes to the financial statements

13. Contingent liabilities

At 31 December 2022, the Company had the following contingent liabilities:

- The Company along with a number of other entities within the Stemcor Global Holdings Limited Group is a guarantor to the uncommitted bilateral lines it uses and the Syndicated Uncommitted Borrowing Base Facility; and
- Under the Bilateral and Borrowing Base Facilities there was £8,102,000 (2021: £16,899,000) of open letters of credit.

14. Events after the reporting period

There were no events that occurred between the end of the reporting period and the date when the financial statements were authorised for issue that affect the accounts as at 31 December 2022.

15. Related party transactions

All transactions with related parties are under normal market conditions.

The Company has taken advantage of the disclosure exemption under FRS 102 regarding the requirement of Section 33 Related Party Disclosures paragraph 33.7 of Key Management Personnel compensation and paragraph 33.1A relating to the disclosure of transactions with other wholly owned subsidiaries of Stemcor Global Holdings Limited.

16. Ultimate parent company and controlling party

The immediate parent company of Stemcor Distribution Limited is Stemcor Holdings 2 Limited, which is incorporated in Great Britain and registered in England and Wales. In July 2022, Cedar Industrial Group Co. Limited sold Prosperity Kingsfield Limited (an intermediary Group holding company) to Shou Ye Holding (Hong Kong) Limited. The ultimate parent company is Shenzen Digital Energy Information Technology Co. Limited, incorporated in China, whose registered office is Room 106 Whole Building, Yuan Lin Holding Company Office, No. 1 Dong Hu Yi Jie, Shui Ku She Qu, Huang JBei Jie Dao, Luohu District, Shenzhen, 518021, China. The ultimate controlling party is Liu Di Hui.

The largest and smallest group which consolidates the Company's accounts at 31 December 2022 is Stemcor Global Holdings Limited. The consolidated accounts can be found on Stemcor's website.