ALFRED H KNIGHT INTERNATIONAL LIMITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2010

Company Registration Number 900322

RSM Tenon Limited

Sumner House St Thomas's Road Chorley Lancashire PR7 1HP



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FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2010

CONTENTS	PAGE
Officers and professional advisers	1
The directors' report	2
Independent auditor's report to the members	5
Profit and loss account	7
Balance sheet	8
Notes to the financial statements	9

OFFICERS AND PROFESSIONAL ADVISERS

YEAR ENDED 31 MARCH 2010

The board of directors DJL Knight

DJL Knight JFL Knight AM Katz RK Knight

Company secretary S Sadler

Business address Eccleston Grange

Prescot Road St Helens Merseyside WA10 3BQ

Registered office Eccleston Grange

Prescot Road St Helens Merseyside WA10 3BQ

Auditor RSM Tenon Audit Limited

Sumner House St Thomas's Road

Chorley Lancashire PR7 1HP

Accountants RSM Tenon Limited

Sumner House St Thomas's Road

Chorley Lancashire PR7 1HP

THE DIRECTORS' REPORT

YEAR ENDED 31 MARCH 2010

The directors present their report and the financial statements of the company for the year ended 31 March 2010

Principal activities and business review

The principal activity of the company and its subsidiaries during the year continued to be that of assaying and sampling

During the course of the year the activities of the company continued to be, principally, the provision of sampling and analysis services to the metals and minerals industry. Total revenue grew by 13% to £25,637,253 with gross profit improving by 8% when compared with the previous year.

At the year end the company had shareholders' funds of £3,293,995 (2009 £2,791,754) including distributable profits of £3,174,910 (2009 £2,672,669) and the directors therefore believe the company's position to be satisfactory

Despite a challenging operating environment we have been able to continue to invest in people such that we are in a position to capitalise upon the economic upturn. Accordingly, the directors believe that the company can continue to improve operating performance even against the uncertain economic background that is likely to persist throughout 2009 and into 2010.

The directors have assessed the main risks facing the company and consider that our strategy of widening our service offering, with a particular emphasis upon quality and integrity, combined with our existing geographical base, places the company in an ideal position to service the expanding market Accordingly, the directors believe that the group will continue to improve operating performance and further consolidate its position as a leader within the metals and minerals inspection market

The directors have not included details of key performance indicators in these financial statements as they believe to do so would divulge commercially sensitive information

Results and dividends

The profit for the year, after taxation, amounted to £502,241. The directors have not recommended a dividend

Financial risk management objectives and policies

The company finances its operations through a mixture of retained profits and where necessary to fund expansion or capital expenditure programmes through bank borrowings. The management's objectives are to

- retain sufficient liquid funds to enable it to meet its day to day obligations as they fall due whilst maximising returns on surplus funds,
- minimise the company's exposure to fluctuating interest rates when seeking new borrowings, and
- match the repayment schedule of any external borrowings or overdrafts with the expected future cash flows expected to arise from the company's trading activities

Where appropriate, funds are held primarily in short term variable rate deposit accounts. The directors believe that this gives them the flexibility to release cash resources at short notice and also allows them to take advantage of changing conditions in the finance markets as they arise. All deposits are with reputable banks and the directors believe their choice of bank minimises any credit risk associated with not placing funds on deposit with a UK clearing bank or an appropriate overseas bank.

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31 MARCH 2010

Directors

The directors who served the company during the year were as follows

DJL Knight JFL Knight AM Katz RK Knight

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 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, 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.

In so far as the directors are, individually, aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31 MARCH 2010

Auditor

Our auditors have changed their name to RSM Tenon Audit Limited and have signed the audit report in their new name

RSM Tenon Audit Limited are deemed to be re-appointed under section 487(2) of the Companies Act 2006

Registered office Eccleston Grange Prescot Road St Helens Merseyside WA10 3BQ

Signed by order of the directors

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S Sadler

Company Secretary

Approved by the directors on 3rd Sepventur 2010

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ALFRED H KNIGHT INTERNATIONAL LIMITED

YEAR ENDED 31 MARCH 2010

We have audited the financial statements of Alfred H Knight International Limited for the year ended 31 March 2010 on pages 7 to 17 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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 auditor

As explained more fully in the Directors' Responsibilities Statement 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 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by directors, and the overall presentation of the financial statements.

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 March 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matters 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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ALFRED H KNIGHT INTERNATIONAL LIMITED (continued)

YEAR ENDED 31 MARCH 2010

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

Anthony Steiner, Senior Statutory Auditor For and on behalf of

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RSM Tenon Audit Limited Statutory Auditor

Sumner House St Thomas's Road

Chorley Lancashire PR7 1HP

Date 20 September 2010

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 MARCH 2010

	Note	2010 £	2009 £
Turnover	2	25,637,253	22,728,945
Cost of sales		(14,970,939)	(12,866,191)
Gross profit		10,666,314	9,862,754
Administrative expenses Other operating income	3	(10,185,123) 233,953	(9,280,587) 8,846
Operating profit	4	715,144	591,013
Interest receivable Interest payable and similar charges	7	47 (6,603)	8,892 (2,328)
Profit on ordinary activities before taxation		708,588	597,577
Tax on profit on ordinary activities	8	(206,347)	(194,996)
Profit for the financial year		502,241	402,581

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the year as set out above

The notes on pages 9 to 17 form part of these financial statements

Registered Number 900322

BALANCE SHEET

31 MARCH 2010

		2010)	200	9
	Note	£	£	£	£
Fixed assets					_
Tangible assets	9		536,177		545,645
Investments	10		_		-
			536,177		545,645
Current assets					
Stocks	11	266,696		213,160	
Debtors	12	4,779,443		4,486,000	
Cash at bank and in hand		2,188,280		2,088,762	
		7,234,419		6,787,922	
Creditors. Amounts falling due		7,204,410		0,707,322	
within one year	13	(4,476,601)		(4,541,813)	
Net current assets			2,757,818		2,246,109
Total assets less current liabilities			3,293,995		2,791,754
			-		112
Capital and reserves	40		400.000		400.000
Called-up share capital	19		100,000		100,000
Share premium account Profit and loss account	20 21		19,085		19,085 2,672,669
From and ioss account	۷1		3,174,910		2,072,009
Shareholders' funds	22		3,293,995		2,791,754

These financial statements were approved by the directors and authorised for issue on 30 Section 100 and are signed on their behalf by

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DJL Knight Director

JFL Knight Director

The notes on pages 9 to 17 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2010

1. Accounting policies

Basis of accounting

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

Consolidation

The company was, at the end of the year, a wholly-owned subsidiary of another company incorporated in the EEA and in accordance with Section 400 of the Companies Act 2006, is not required to produce, and has not published, consolidated accounts

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its ultimate parent publishes a consolidated cash flow statement

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year less returns and allowances, exclusive of VAT. The principal activity continued to be that of assaying and sampling

Fixed assets

Tangible fixed assets are stated at invoice cost less accumulated depreciation. Cost is calculated as the costs incurred in bringing the fixed assets to its working conditions. Investments are included at cost less amounts written off. Profits or losses arising from disposals of fixed asset investments are treated as part of the result from ordinary activities.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Plant & Machinery

20% to 33 33% straight line

Motor Vehicles

- 25% to 33 33% straight line

Precious metal assets are included in plant and machinery at an amount represented by the quantity held at the year end and valued at the metal price at that date

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Cost is defined as the cost incurred in bringing the stock to its present location and condition

Work in progress

Work in progress is valued on the basis of direct costs plus attributable overheads based on normal levels of activity. Provision is made for any foreseeable losses where appropriate. No element of profit is included in the valuation of work in progress.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2010

1. Accounting policies (continued)

Hire purchase agreements

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged to the profit and loss account at a constant rate of charge on the balance of capital repayments outstanding.

Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Non-monetary assets and liabilities and transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

Investment income

Investment income comprises dividends declared during the accounting period and interest receivable on unlisted investments

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2010

2. Turnover

3.

4.

The turnover and profit before tax are attributable to the one principal activity of the company

An analysis of turnover is given below

	2010 £	2009 £
United Kingdom	1,700,103	1,471,115
Europe	15,974,130	13,843,322
America	4,399,405	4,062,685
Asia	1,728,959	1,562,970
Other	1,834,656	1,788,853
Other	1,034,030 ————	1,700,033
	25,637,253	22,728,945
Other operating income		
	2010	2009
	£	2009 £
Other operating income	233,953	8,846
Other operating income	233,333	
Operating profit		
Operating profit is stated after charging/(crediting)		
	2010	2009
	£	£
Depreciation of owned fixed assets	167,037	160,015
Depreciation of assets held under hire purchase	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	,
agreements	-	14,562
Profit on disposal of fixed assets	(9,000)	· _
Auditors remuneration	13,900	13,900
Net loss/(profit) on foreign currency translation	278,682	(834,216)

5. Pension scheme

Management charges

The company operates a defined contribution pension scheme for the benefit of the employees. The assets of the scheme are administered by trustees in a fund independent from those of the company. The total contributions paid in the year amounted to £191,012 (2009 £143,411).

6,496,282

6,768,067

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2010

6. P	articulars	of emp	olovees
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	The average number of staff employed by the compan	y during the financial ye	ear amounted to
		2010	2009
		No	No
	Office and production	174	169
	The aggregate payroll costs of the above were		
		2010	2009
		£	£
	Wages and salaries	3,900,393	3,768,358
	Social security costs	396,169	379,301
	Other pension costs	191,012	143,411
		4,487,574	4,291,070
	The directors received no remuneration in this year or	the previous year	
7.	Interest payable and similar charges		
		2010	2009
		£	£
	Interest payable on bank borrowing	21	0.000
	Finance charges	6,582 ———	<u>2,328</u>
		6,603	2,328
8.	Taxation on ordinary activities		
	(a) Analysis of charge in the year		
		2010	2009
		£	£
	UK taxatıon		
	UK Corporation tax based on the results for the year		
	at 28% (2009 - 28%)	90,689	161,554
	Under/(over) provision in prior year	37,510	(2,143)
		128,199	159,411
	Foreign tax	70. 4.15	
	Current tax on income for the year	78,148	35,585
		206,347	194,996

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2010

8. Taxation on ordinary activities (continued)

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 28% (2009 - 28%)

	2010 £	2009 £
Profit on ordinary activities before taxation	708,588	597,577
Profit on ordinary activities by rate of tax	198,405	167,322
Effects of		
(Income not allowable)/expenses not deductible for	(00.705)	40.444
tax purposes	(39,795)	16,441
Difference between depreciation for the year and	(2.912)	12 202
capital allowances	(3,812)	13,382
Overseas tax	78,148	35,579
Adjustments to tax charge in respect of previous		
periods	37,510	(2,143)
Double tax relief	(64,109)	(35, 585)
Total current tax (note 8(a))	206,347	194,996
		

(c) Factors that may affect future tax charges

There are no factors affecting the future tax charge of the company

9. Tangible fixed assets

	Plant & Machinery £	Motor Vehicles £	Total £
Cost	_		-
At 1 April 2009	2,422,950	8,495	2,431,445
Additions	176,947	_	176,947
Disposals	(19,378)		(19,378)
At 31 March 2010	2,580,519	8,495	2,589,014
Depreciation			
At 1 April 2009	1,882,025	3,775	1,885,800
Charge for the year	164,206	2,831	167,037
At 31 March 2010	2,046,231	6,606	2,052,837
Net book value			
At 31 March 2010	534,288	1,889	536,177
At 31 March 2009	540,925	4,720	545,645

Hire purchase agreements

Included within the net book value of £536,177 is £Nil (2009 - £15,777) relating to assets held under hire purchase agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £Nil (2009 - £14,562).

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2010

10. Investments

	Subsidiary undertakings	Associate undertaking	Total
	£	£	£
Cost At 1 April 2009 Disposals	13,266	3,500 (3,500)	16,766 (3,500)
At 31 March 2010	13,266	-	13,266
Amounts written off At 1 April 2009 Written off in prior years written back At 31 March 2010	13,266 	3,500 (3,500)	16,766 (3,500) 13,266
Net book value At 31 March 2010 At 31 March 2009			

The company holds more than 20% of the ordinary share capital in the following

	Proportion		
Name of company	Country of incorporation	held by company	Nature of business
Alfred H Knight International (Deutschland) GMBH	Germany	100%	Sampling and assaying Sampling and
Alfred H Knight Bolivia Ltda	Bolivia	50%	assayıng
Knight International Surveys Limited	UK	100%	Dormant

The company's voting rights in respect of each subsidiary undertaking are held in the same proportion as the company's share of the ordinary share capital of each subsidiary

During the year the company disposed of its associate undertaking in Bootle Analytical Laboratory (Consultants) Limited

11 Stocks

	2010	2009
	£	£
Raw materials	14,323	12,764
Work in progress	252,373	200,396
	266,696	213,160
		

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2010

12.	Debtors		
		2010	2009
		£	£
	Trade debtors	4,221,457	4,085,332
	Amounts owed by group undertakings	369,434	235,897
	Amounts due from related parties	45,579	44,411
	Other debtors	69,523	88, <i>400</i>
	Prepayments and accrued income	73,450	31,960
		4,779,443	4,486,000
	The debtors above include the following amounts fa	illing due after more than o	one year
	-	2010	2009
		£	£
	Other debtors	2,730	8,638
	Other debtors	2,730	0,036
13	Creditors: Amounts falling due within one year		
		2010	2009
		£	£
	Trade creditors	412,733	101,008
	Amounts owed to group undertakings	2,631,251	2,959,233
	Amounts owed to related companies	633,083	360,022
	Corporation tax	103,269	161,560
	Other taxation and social security	92,232	134,020
	Hire purchase agreements	_	1,500
	Other creditors	3,983	3,500
	Accruals and deferred income	600,050	820,970
		4,476,601	4,541,813
14	Commitments under hire purchase agreements		
	•		
	Future commitments under hire purchase agreemen	nts are as follows	
		2010	2009
		£	£
	Amounts payable within 1 year	-	1,500
	•		
			1,500
	Obligations under hire purchase contracts are secu	red on the assets concern	ied
15.	Deferred taxation		
	No provision has been made in the financial stater of the year are as follows	nents and the amounts ur	nprovided at the end
		2010	2009
		£	£
	Excess of taxation allowances over depreciation on	-	~
	fixed accete	7 521	2.054

7,531

3,854

fixed assets

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2010

16. Derivatives

The company holds financial instruments that qualify as derivatives in order to manage its currency risks arising from its operations

The company places forward contracts for the purchase of US dollars at fixed rates At the year end the following contracts had not yet matured

US dollar contract to sell US \$1,500,000 for £942,803 at a rate of \$1 591 to £1 due to mature on 30 April 2010

US dollar contract to sell US 1,500,000 for £1,001,402 at a rate of \$1 4979 to £1 due to mature on 28 May 2010

The directors consider the fair value for the fixed exchange rate, the derivative element of these forward purchase contracts, to be immaterial

17. Contingencies

There is a counter indemnity held regarding the Guarantee dated 7 April 1989 to HM Customs and Excise for £1,000 (2009 £1,000)

18. Related party transactions

The company has taken advantage of the exemptions provided by Financial Reporting Standard No 8 from disclosing transactions with other group companies

At the balance sheet date amounts owed to the company by group undertakings, net of provisions of £292,050 (2009 £292,050), amounted to £369,434 (2009 £235,897) At the balance sheet date amounts owed to the company by related undertakings amounted to £45,579 (2009 £44,411)

At the balance sheet date amounts owed by the company to group undertakings amounted to £2,631,251 (2009 £2,959,233) At the balance sheet date amounts owed by the company to related undertakings amounted to £633,083 (2009 £360,022)

19. Share capital

Allotted, called up and fully paid:

	2010		2009	
	No	£	No	£
100,000 Ordinary shares of £1 each	100,000	100,000	100,000	100,000

20. Share premium account

There was no movement on the share premium account during the financial year

21. Profit and loss account

	2010	2009
	£	£
Balance brought forward	2,672,669	2,270,088
Profit for the financial year	502,241	402,581
Balance carried forward	3,174,910	2,672,669

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2010

22. Reconciliation of movements in shareholders' funds

	2010 £	2009 £
Profit for the financial year Opening shareholders' funds	502,241 2,791,754	402,581 2,389,173
Closing shareholders' funds	3,293,995	2,791,754

23. Control

The company was under the immediate control of Alfred H Knight UK Holdings Limited throughout the current and previous year. The company was ultimately controlled by the directors of Alfred H Knight Holdings Limited, DJL Knight and RK Knight (who were also directors of this company), and G Gillett who collectively controlled the whole of Alfred H Knight Holdings Limited's issued ordinary share capital

24. Ultimate parent company

The directors consider the ultimate parent company to be Alfred H Knight Holdings Limited, a company registered in England and Wales, which is the only undertaking that prepares group accounts including the financial statements of the company. Copies of the group accounts can be obtained from The Registrar of Companies, Companies Registration House, Maindy, Cardiff, CF4 3UZ