

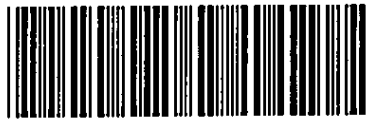
Registered number  
2919362

**Cookson Overseas Investments Limited**

**Report and Financial Statements**

**31 December 2006**

TUESDAY



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26/06/2007  
COMPANIES HOUSE

## Cookson Overseas Investments Limited

### Directors' Report

The Directors present their report and audited financial statements for the year ended 31 December 2006

#### Principal activities

The Company is an investment holding company of investments in group undertakings

#### Results and dividends

The profit for the financial year amounted to £4,480 (2005 £5,836) The Directors do not recommend the payment of a dividend (2005 £nil)

#### Political and charitable contributions

The Company made no political or charitable contributions during the year

#### Directors

During the year, no Director had any beneficial interest in the shares of the Company The Directors who served during the year and their interests in the ordinary shares of Cookson Group plc, the ultimate parent undertaking, are stated below

	Options to purchase 10p ordinary shares					Interests in 10p ordinary shares	
	At 1 Jan 2006	Granted	Exercised	Lapsed	At 31 Dec 2006	At 1 Jan 2006	At 31 Dec 2006
BR Elliston	202,389	19,988	59,486	3,352	159,539	10,310	13,145
RMH Malthouse	226,027	79,982	61,191	5,453	239,365	29,132	73,546

#### Disclosure of information to 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 he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

#### Auditors

The Company has passed elective resolutions in accordance with section 379A of the Companies Act 1985 and is therefore exempt from the obligation to hold an Annual General Meeting and to reappoint the auditors annually

BY ORDER OF THE BOARD

*Reed & S. A.*

Miss RS Fell  
Company Secretary

12 June 2007  
165 Fleet Street  
London  
EC4A 2AE

## **Cookson Overseas Investments 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for the 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

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities

## **Independent auditor's report to the members of Cookson Overseas Investments Limited**

We have audited the financial statements of Cookson Overseas Investments Limited for the year ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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**

The Directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether, in our opinion, the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

### **Basis of audit opinion**

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

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

### **Opinion**

In our opinion

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2006 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements.

*KPMG Audit Plc*

**KPMG Audit Plc**  
Chartered Accountants  
Registered Auditor  
London

*15 June* 2007

**Cookson Overseas Investments Limited**

**Profit and Loss Account**

**For the year ended 31 December 2006**

	Notes	<u>2006</u>	<u>2005</u>
		£	£
Income from investments	3	4,480	6,147
Interest payable and similar charges	4	-	(50)
<b>Profit on ordinary activities before taxation</b>	2	<u>4,480</u>	<u>6,097</u>
Tax on profit on ordinary activities	5	-	(261)
<b>Profit for the financial year</b>	10	<u>4,480</u>	<u>5,836</u>

The Company had no recognised gains or losses for the two financial years other than those disclosed above

All activities relate to continuing operations

# Cookson Overseas Investments Limited

## Balance Sheet As at 31 December 2006

	Notes	<u>2006</u>		<u>2005</u>	
		£	£	£	£
<b>Fixed assets</b>					
Investments	6		10,764		10,764
<b>Current assets</b>					
Debtors	7	5,026,236		5,021,756	
<b>Creditors: amounts falling due within one year</b>	8	<u>(2,579,814)</u>		<u>(2,579,814)</u>	
<b>Net current assets</b>			2,446,422		2,441,942
<b>Net assets</b>			<u>2,457,186</u>		<u>2,452,706</u>
<b>Capital and reserves</b>					
Called up share capital	9		3,225,002		3,225,002
Profit and loss account	10		<u>(767,816)</u>		<u>(772,296)</u>
<b>Equity shareholders' funds</b>	11		<u>2,457,186</u>		<u>2,452,706</u>

The financial statements on pages 4 to 9 were approved by the Board of Directors on 12 June 2007, and signed on their behalf by



BR Elliston  
Director

# Cookson Overseas Investments Limited

## Notes to the Financial Statements For the year ended 31 December 2006

### 1 Accounting policies

#### *Accounting convention*

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

#### *Presentation of the financial statements*

The Company is exempt by virtue of s228 of the Companies Act 1985 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.

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.

#### *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.

#### *Investments*

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

#### *Foreign currencies*

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.

#### *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.

### 2 Profit on ordinary activities before taxation

Other than the Directors the Company had no employees during the year. The Directors received no remuneration in respect of their services to the Company during the year. An allocated audit fee of £2,000 (2005: £2,000) was borne by the ultimate parent undertaking, Cookson Group plc.

### 3 Income from investments

	2006 £	2005 £
Dividends received from subsidiary undertakings	<u>4,480</u>	<u>6,147</u>

# **Cookson Overseas Investments Limited**

## **Notes to the Financial Statements (continued)** **For the year ended 31 December 2006**

### **4 Interest payable and similar charges**

	2006 £	2005 £
Foreign exchange loss	-	50

### **5 Taxation**

	2006 £	2005 £
<i>Analysis of charge in period</i>		
UK corporation tax at 30% (2005 30%)	-	261
Prior year tax charge / (credit)	-	-
Tax credit on ordinary activities	-	261
 <i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	4,480	6,097
Current tax (credit) at 30% (2005 30%)	1,344	1,829
Effects of		
Difference in overseas tax rates	-	261
Double taxation relief	-	(1,259)
Losses claimed from group	(1,344)	(570)
Total current tax (see above)	-	261



## Cookson Overseas Investments Limited

### Notes to the Financial Statements (continued) For the year ended 31 December 2006

#### 6 Investments in subsidiary undertakings

	Investments in subsidiary undertakings £
<b>Cost</b>	
At 1 January 2006 and 31 December 2006	<u>42,114</u>
<b>Provisions</b>	
At 1 January 2006 and 31 December 2006	<u>31,350</u>
<b>Net book value</b>	
At 31 December 2006 and 31 December 2005	<u>10,764</u>

Fixed asset investments represent holdings in the ordinary share capital of the following Cookson Group plc subsidiary undertakings

- Vesuvius TK Refrakter (4.56% holding)
- Vesuvius Solar Crucible, s r o (0.03% holding)
- Cookson Electronics Assembly Materials NV (0.2% holding)
- Vesuvius Mid-East Limited (1% holding)
- Koutadly - Consultadoria Economica e Participacoes, S A (0.01% holding)

#### 7 Debtors

	2006 £	2005 £
Amounts owed by group undertakings	<u>5,026,236</u>	<u>5,021,756</u>

#### 8 Creditors: amounts falling due within one year

	2006 £	2005 £
Amounts owed to ultimate parent undertaking	<u>2,579,814</u>	<u>2,579,814</u>

## **Cookson Overseas Investments Limited**

### **Notes to the Financial Statements (continued) For the year ended 31 December 2006**

#### **9 Share capital**

	<b>2006</b> £	<b>2005</b> £
Authorised		
500,000,000 ordinary shares of £1 each	<u>500,000,000</u>	<u>500,000,000</u>
Allotted, called up and fully paid		
3,225,002 ordinary shares of £1 each	<u>3,225,002</u>	<u>3,225,002</u>

#### **10 Profit and loss account**

	<b>2006</b> £	<b>2005</b> £
At 1 January	(772,296)	(778,132)
Profit for the financial year	<u>4,480</u>	<u>5,836</u>
At 31 December	<u>(767,816)</u>	<u>(772,296)</u>

#### **11 Reconciliation of movement in equity shareholders' funds**

	<b>2006</b> £	<b>2005</b> £
At 1 January	2,452,706	2,446,870
Profit for the financial year	<u>4,480</u>	<u>5,836</u>
At 31 December	<u>2,457,186</u>	<u>2,452,706</u>

#### **12 Ultimate parent undertaking**

The ultimate parent undertaking 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.