

Registered number  
2919362

**Cookson Overseas Investments Limited**

**Report and Accounts**

**31 December 2004**



## Cookson Overseas Investments Limited

### Directors' Report

The directors present their report and accounts for the year ended 31 December 2004.

#### Principal activities

The principal activity of the Company is the holding of investments in group undertakings.

#### Results and dividends

The Company did not trade during the year but has recorded a profit of £110 due to the receipt of a tax credit (2003: loss £31,350). The Directors do not recommend the payment of a dividend (2003: £nil).

#### 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 interest in the ordinary shares of Cookson Group plc, the ultimate holding company, are stated below.

	Options to purchase 1p ordinary shares				Interests in 1p ordinary shares		
	At 1	Granted	Exercised	Lapsed	At 31	At 31	At 31
	January 2004				December 2004	December 2004	December 2003
BR Elliston	1,288,772	185,766	-	30,792	1,443,746	63,810	65,078
RMH Malthouse	1,380,587	264,781	-	29,415	1,615,953	153,524	153,524

#### Directors' responsibilities

Company law requires the Directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss for that period. In preparing those accounts, the Directors are required to:

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

The Directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the accounts comply with the Companies Act 1985. 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.

#### Auditors

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

This report was approved by the board on 25 October 2005

Rachel S. Fell

Miss RS Fell  
Company Secretary

## Auditors' Report

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

We have audited the financial statements on pages 3 to 8.

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 are responsible for preparing the Directors' report and, as described on page 1, the accounts in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' report is not consistent with the accounts, if 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 transactions with the Company is not disclosed.

### **Basis of opinion**

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimate and judgements made by the Directors in the preparation of the accounts 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 accounts.

### **Opinion**

In our opinion the accounts give a true and fair view of the state of the Company's affairs as at 31 December 2004 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



KPMG Audit Plc  
Chartered Accountants  
Registered Auditor

London  
EC4Y 8BB

26 OCTOBER 2005

# **Cookson Overseas Investments Limited**

## **Profit and Loss Account**

**For the year ended 31 December 2004**

	Notes	<u>2004</u>	<u>2003</u>
		£	£
Amounts written off investments	4	-	(31,350)
<b>Loss on ordinary activities before taxation</b>	2	<u>-</u>	<u>(31,350)</u>
Tax on ordinary activities	3	110	-
<b>Retained profit/(loss) for the financial year</b>	8	<u>110</u>	<u>(31,350)</u>

The Company has no recognised gains or losses other than those above.

All activities relate to continuing operations.

# Cookson Overseas Investments Limited

## Balance Sheet As at 31 December 2004

	Notes	<u>2004</u>		<u>2003</u>	
		£	£	£	£
<b>Fixed Assets</b>					
Investments	4		5,508		5,508
<b>Current assets</b>					
Debtors	5	5,027,000		5,027,000	
<b>Creditors: amounts falling due within one year</b>	6	<u>(2,585,638)</u>		<u>(2,585,748)</u>	
<b>Net current assets</b>			<u>2,441,362</u>		<u>2,441,252</u>
<b>Net assets</b>			<u>2,446,870</u>		<u>2,446,760</u>
<b>Capital and Reserves</b>					
Called up share capital	7		3,225,002		3,225,002
Profit and loss account	8		<u>(778,132)</u>		<u>(778,242)</u>
<b>Equity shareholders' funds</b>	9		<u>2,446,870</u>		<u>2,446,760</u>



BR Elliston  
Director

Approved by the board on 25 October 2005

# **Cookson Overseas Investments Limited**

## **Notes to the Accounts**

**For the year ended 31 December 2004**

### **1 Accounting policies**

#### ***Accounting convention***

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

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 which have arisen but not reversed by the balance sheet date which could give rise to an obligation in the future.

#### ***Investments***

Investments in subsidiary undertakings are stated at costs, less any provisions for diminution in value that are expected to be permanent.

#### ***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 Loss on ordinary activities**

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. The auditor's remuneration is borne by the parent company.

# Cookson Overseas Investments Limited

Notes to the Accounts (continued)  
For the year ended 31 December 2004

## 3 Taxation

	2004 £	2003 £
Analysis of charge in period		
UK corporation tax at 30% (2003: 30%)	-	-
Prior year tax charge / (credit)	(110)	-
	<hr/>	<hr/>
Tax credit on ordinary activities	(110)	-
	<hr/>	<hr/>
<i>Factors affecting the tax charge for the current period</i>		
	2004 £	2003 £
<i>Current tax reconciliation</i>		
Loss on ordinary activities before tax	-	(31,350)
	<hr/>	<hr/>
Current tax (credit) at 30% (2003: 30%)	-	(9,405)
<i>Effects of:</i>		
Expenses not deductible for tax purposes	-	9,405
Prior year tax (credit)/charge	(110)	-
	<hr/>	<hr/>
Total current tax (see above)	(110)	-
	<hr/>	<hr/>

## **Cookson Overseas Investments Limited**

**Notes to the Accounts (continued)**  
**For the year ended 31 December 2004**

### **4 Investments**

	<b>undertakings £</b>
<b>Cost</b>	
At 1 January 2004 and 31 December 2004	<u>36,858</u>
<b>Provisions</b>	
At 1 January and 31 December 2004	<u>(31,350)</u>
<b>Net book value</b>	
At 31 December 2003 and 31 December 2004	<u>5,508</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 (0.01% holding).

### **5 Debtors**

Amounts owed by group undertakings	<u>5,027,000</u>	<u>5,027,000</u>
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### **6 Creditors: amounts falling due within one year**

Amounts owed to parent undertaking	<u>(2,585,638)</u>	<u>(2,585,748)</u>
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## **Cookson Overseas Investments Limited**

### **Notes to the Accounts (continued) For the year ended 31 December 2004**

#### **7 Share capital**

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>

#### **8 Profit and loss account**

At 1 January	(778,242)	(746,892)
Profit / (loss) for the financial year	<u>110</u>	<u>(31,350)</u>
At 31 December	<u>(778,132)</u>	<u>(778,242)</u>

#### **9 Reconciliation of movement in shareholders' funds**

At 1 January	2,446,760	2,478,110
Profit / (loss) for the financial year	<u>110</u>	<u>(31,350)</u>
At 31 December	<u>2,446,870</u>	<u>2,446,760</u>

#### **10 Ultimate holding company**

The Company's ultimate holding company is Cookson Group plc, which is registered in England and Wales.

The largest group in which the results of the Company are consolidated is that headed by Cookson Group plc. The accounts of Cookson Group plc are available to the public and may be obtained from 265 Strand, London, WC2R 1DB.

No other group accounts include the results of the Company.