

WESTMINER ACQUISITION (UK) LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2009

Registered no. 2989008



Westminer Acquisition (UK) Limited

**Financial statements
for the year ended 31 December 2009**

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Westminer Acquisition (UK) Limited

Directors' report for the year ended 31 December 2009

The directors present their report and the audited financial statements for the year ended 31 December 2009. This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Principal activity

The principal activity of the company is to hold investments. The company holds a 40% investment in Alumina Espanola SA which is based in Spain.

Dividends and transfers to reserves

During the year, no dividends were declared or paid to Alumina International Holdings Pty Ltd. During 2008, dividends were paid to the former parent, Westminer International (UK) Ltd (2008 US\$18,491,951). The directors do not recommend the payment of a final dividend (2008 nil). The retained loss for the financial year of US\$183,659 (2008 US\$31,165,107 profit) will be transferred to reserves.

Directors

The directors of the company at the date of this report or during the year ended 31 December 2009 are as follows:

M A Sampson
L F West
J S Downes (appointed 3 February 2009)
K A Dean (resigned 3 February 2009)

Directors' interests

The directors have no disclosable interests in the shares of the company or its fellow group companies in the United Kingdom and are not required to disclose their interests in the shares of Alumina Limited, the ultimate parent company, as it is incorporated outside the United Kingdom.

Derivative financial instruments

The company did not transact in any derivative financial instruments during the year. Full details of the Alumina Limited group's policies and procedures surrounding financial instruments and details of such transactions can be found in the Alumina Limited Annual Report 2009.

Westminster Acquisition (UK) Limited

Directors' report (continued) for the year ended 31 December 2009

Statement of Directors' Responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting 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.

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.

Disclosure of information to auditors

As at the date of this report, as far as each director is aware, there is no relevant audit information of which the Company's auditors are unaware. Each director has taken such steps as he should have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By order of the Board


FOR AND ON BEHALF OF

HACKWOOD SECRETARIES LIMITED

Company Secretary

24 September 2010

Westminer Acquisition (UK) Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF WESTMINER ACQUISITION (UK) LIMITED

We have audited the financial statements of Westminer Acquisition (UK) Limited for the year ended 31 December 2009 which comprise the Profit and loss account, the Balance sheet and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 4 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.

This report, including the opinions, has been prepared for and only for the company's member as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 the 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 December 2009 and of its loss 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 Companies Act 2006.

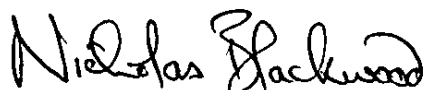
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to prepare the directors' report in accordance with the small company regime.



Nicholas Blackwood (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

28 September 2010

Westminer Acquisition (UK) Ltd

Profit and loss account for the year ended 31 December 2009

	Notes	Year ended 31 December 2009 US\$	Year ended 31 December 2008 US\$
Administrative expenses		(56,028)	(99,005)
Operating loss		(56,028)	(99,005)
Investment income	2	-	163,582,069
Interest receivable and similar income	3	-	121,364
Impairment of investment in Westminer Investments BV		-	(113,911,800)
(Loss)/profit on ordinary activities before taxation		(56,028)	49,692,628
Tax on ordinary activities	7	(127,631)	(35,570)
(Loss)/profit for the financial year	13	(183,659)	49,657,058

All results are from continuing operations

The company has no recognised gains and losses other than those contained in the profit and loss account above and therefore no separate statement of total recognised gains and losses has been presented. There is no difference between historical cost profits and losses and the results presented.

Westminer Acquisition (UK) Limited

Balance sheet at 31 December 2009

	Notes	31 December 2009 US\$	31 December 2008 US\$
Fixed assets			
Investments	8	39,786,917	39,786,917
Current assets			
Debtors	9	456	70,348
Creditors: amounts falling due within one year	10	(210,325)	(96,558)
Net current liabilities		(209,869)	(26,210)
Total assets less current liabilities		39,577,048	39,760,707
Net assets		39,577,048	39,760,707
Capital and reserves			
Called up share capital	11	156	156
Capital redemption reserve	12	1	1
Profit and loss account	13	39,576,891	39,760,550
Equity shareholders' funds	14	39,577,048	39,760,707

The financial statements on pages 6 to 13 were approved by the Board of Directors on 22nd of September 2010 and were signed on its behalf by



J.S. Downes
Director

Westminster Acquisition (UK) Limited

Notes to the financial statements for the year ended 31 December 2009

1. Principal accounting policies

The financial statements have been prepared in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. A summary of the more significant accounting policies is set out below.

Basis of accounting

These financial statements have been prepared on an accruals basis and in accordance with the historical cost convention.

Change in accounting policy

There were no changes in accounting policy during the financial year.

Investments

The company's fixed asset investments are stated at cost or, where there has been an impairment in value, at their recoverable amount. In the opinion of the directors, the recoverable value of the company's investments is not less than the amount at which they are included in the financial statements. Income from shares in associated undertakings is recognised on a receivable basis.

The financial information presented in note 8 in respect of Alumina Espanola SA (an associated undertaking) has been drawn up in accordance with the accounting policies described within this note.

Interest income and expense

Interest is recognised as an expense or income in the period in which it is incurred or earned.

Foreign exchange

The financial statements are presented in US dollars. Monetary assets and liabilities which are denominated in foreign currencies are translated into US dollars at rates of exchange ruling at the end of the financial year. Foreign currency transactions are translated using the exchange rate in force at the date of the transaction. Foreign exchange differences are taken to the profit and loss account in the period in which they arise. The exchange rate at 31 December 2009 was GBP 0.6164 US\$, US\$ 1.4406 EURO 1 (31 December 2008: GBP 0.6840 US\$, US\$ 1.3919 EURO 1).

Cash flow statement

The company is exempt from publishing a cash flow statement under the terms of Financial Reporting Standard No 1 (Revised) as the company's ultimate parent company, Alumina Limited, prepares a consolidated cash flow statement which is publicly available.

Consolidated financial statements

The company has taken advantage of the provisions within Part 15 of the Companies Act 2006, which exempt a parent company from preparing group accounts for a financial period if it is itself a subsidiary undertaking and its immediate parent undertaking is not established under the law of an EEA State, where

- the company is a wholly-owned subsidiary of that parent undertaking, and
- the company and all of its subsidiary undertakings must be included in consolidated accounts for a larger group drawn up to the same date, or to an earlier date in the same financial year, by a parent undertaking.

Deferred tax

Provision is made in full, on an undiscounted basis, for the deferred tax arising on the difference between the accounting treatment and tax treatment for depreciation in respect of accelerated capital allowances and other timing differences where appropriate. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they are recoverable. Deferred tax is recognised on future remittance of past earnings of subsidiaries, associates and joint ventures to the extent that dividends have been accrued as receivable or a binding agreement to distribute past earnings exists.

Westminer Acquisition (UK) Limited

Notes to the financial statements for the year ended 31 December 2009

2. Investment income	31 December 2009 US\$	31 December 2008 US\$
Dividends received from Westminer Investments BV	-	5,679,450
Liquidation distribution from Westminer Investments BV	-	157,902,619
	<u>-</u>	<u>163,582,069</u>

3. Interest receivable and similar income	31 December 2009 US\$	31 December 2008 US\$
On loans to group undertakings	<u>-</u>	<u>121,364</u>

4. Services provided by the company's auditor

During the year the company obtained the following services from the company's auditor, PricewaterhouseCoopers LLP, at costs as detailed below

	31 December 2009 US\$	31 December 2008 US\$
Audit services		
Fees payable to company's auditor for the audit of the company	28,486	26,160
Fees payable to the company's auditor and its associates for other services		
-Tax services	18,532	4,646

5 Directors' emoluments	31 December 2009 US\$	31 December 2008 US\$
Directors' aggregate emoluments	<u>6,124</u>	<u>26,137</u>

The company has not paid any pension contributions in respect of money purchase pension schemes for directors (2008 nil) and does not provide any defined benefit pensions for directors
No directors exercised share options during the year (2008 nil) No directors received any emoluments under long term incentive schemes (2008 nil)

6 Employee information

The company had no employees during the year (2008 nil), but received services from employees of the ultimate parent company, Alumina Limited The company is not charged by the parent company for the provision of these services

Westminer Acquisition (UK) Limited

Notes to the financial statements for the year ended 31 December 2009

7. Tax on profit on ordinary activities

	31 December 2009	31 December 2008
	US\$	US\$
Income tax expense for the financial year differs from the amount calculated on the profit of the company. The difference is reconciled as follows:		
(Loss)/profit on ordinary activities before tax	(56,028)	49,692,628
Tax on profit on ordinary activities before tax at a blended rate of 28% (2008: blended rate of 28.5%)	15,688	(14,162,398)
<i>Effects of:</i>		
Capital gain sheltered by indexation allowance	-	12,537,383
Transfer pricing adjustment	-	(142,500)
Group relief claimed	-	126,543
Sundry items not-deductible for tax purposes	(1,394)	(13,240)
Prior year tax adjustment	(127,631)	-
UK tax losses not recognised	(14,294)	-
Double tax relief	-	1,618,642
Current tax charge for the year	(127,631)	(35,570)

On 1 April 2008 the standard rate of UK corporation tax was reduced from 30% to 28%.

8. Investments

	Investment in associated undertaking US\$	Other investments in shares US\$	Total US\$	
Cost				
The company's investments are analysed as follows				
As at 1 January 2009 and 31 December 2009				
	39,786,917	-	39,786,917	
Investments comprise:	Principal Activity	Country of incorporation	Type of shares held	Proportion of shares held
Alumina Espanola SA	Mining and Refining	Spain	Ordinary – 920,000 shares of EUR60.10	40%

The company held 5,334 ordinary B class shares in Westminer Investments BV at year end. The investment value had been fully impaired in previous years and subsequent to year end Westminer Investments BV was liquidated.

The company assesses at each balance date whether there is objective evidence that the investment in Alumina Espanola SA is impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The value in use method was used for assessing this investment using a long term growth rate to 2020 and then in perpetuity beyond this date. This growth rate has been used as the asset is not expected to cease operations.

Westminster Acquisition (UK) Limited

Notes to the financial statements for the year ended 31 December 2009

8 Investments (continued)

Alumina Espanola SA is an associated undertaking, but it has not been equity accounted in these financial statements as the company is exempt from preparing consolidated accounts. The following supplementary information is provided in respect of Alumina Espanola SA. All amounts represent the company's share.

	Year ended 31 December 2009 US\$	Year ended 31 December 2008 US\$
Turnover	158,469,373	208,226,725
(Loss)/profit before tax (including goodwill amortisation)	(44,925,222)	(37,697,952)
(Loss)/profit after tax (including goodwill amortisation)	<u>(31,085,271)</u>	<u>(25,902,832)</u>
Current assets	68,844,820	70,292,551
Fixed assets	49,398,917	49,090,465
Other non-current assets	44,344,571	30,652,193
Liabilities due within one year	(143,122,358)	(90,606,606)
Liabilities due after more than one year	<u>(5,004,287)</u>	<u>(5,931,478)</u>
Net assets	<u>14,461,663</u>	<u>53,497,125</u>
The carrying value of Alumina Espanola SA on a equity accounted basis would be	31 December 2009 US\$	31 December 2008 US\$
Interest in fair value of assets at date of acquisition	48,234,714	48,234,714
Share of undistributed profits since acquisition	<u>5,262,411</u>	<u>31,268,353</u>
Opening share of net assets	53,497,125	79,503,067
Share of currency translation	(7,950,191)	(103,110)
Share of (loss)/profit before tax (excluding amortisation of goodwill)	(44,925,222)	(37,697,952)
Share of tax on (loss)/profit	13,839,951	11,795,120
Share of dividends paid	-	-
Closing share of net assets	<u>14,461,663</u>	<u>53,497,125</u>
Carrying value of negative goodwill	-	-
Carrying value of equity investment	<u>14,461,663</u>	<u>53,497,125</u>

Westminster Acquisition (UK) Limited

Notes to the financial statements for the year ended 31 December 2009

9. Debtors	31 December 2009 US\$	31 December 2008 US\$
Amounts due from fellow Alumina Limited group undertakings	456	70,348
Amounts owed by group undertakings are unsecured, interest free and have no fixed date of repayment		-
10. Creditors: amounts falling due within one year	31 December 2009 US\$	31 December 2008 US\$
Tax payable	-	35,570
Amounts owed to fellow Alumina Limited group undertakings	179,817	-
Other payables	30,508	60,988
	<u>210,325</u>	<u>96,558</u>
Amounts owed to group undertakings are unsecured, interest free and have no fixed date of repayment		
11. Called up share capital	31 December 2009 US\$	31 December 2008 US\$
Authorised		
600,000,000 ordinary shares of US\$0.000001 each	600	600
Allotted, called up and fully paid		
156,393,191 ordinary shares of US\$0.000001 each	156	156
12. Capital redemption reserve	31 December 2009 US\$	31 December 2008 US\$
At 1 January 2009 and 31 December 2009	1	1

Westminer Acquisition (UK) Limited

Notes to the financial statements for the year ended 31 December 2009

13. Profit and loss account	31 December 2009 US\$	31 December 2008 US\$
At 1 January	39,760,550	8,595,443
Retained (loss)/profit for the year	(183,659)	49,657,058
Dividends paid	-	(18,491,951)
At 31 December	<u>39,576,891</u>	<u>39,760,550</u>

14. Reconciliation of movements in shareholders' funds

	31 December 2009 US\$	31 December 2008 US\$
At 1 January	39,760,707	164,988,635
(Loss)/profit for the financial year	(183,659)	49,657,058
Dividends paid	-	(18,491,951)
Capital reduction	-	(156,393,035)
At 31 December	<u>39,577,048</u>	<u>39,760,707</u>

15. Controlling parties

Westminer Acquisition (UK) Ltd was a wholly owned subsidiary of Westminer International (UK) Limited, a company incorporated in England & Wales until 18 December 2008, which was also the parent company of the smallest group in which the results of the company were consolidated. As from 18 December 2008, Westminer Acquisition (UK) Ltd is a wholly owned subsidiary of Alumina International Holdings Pty Ltd. The ultimate parent entity and ultimate controlling party of Westminer Acquisition (UK) Limited is Alumina Limited, a company incorporated in Victoria, Australia, which is also the parent company of the largest group in which the results of the company are consolidated. The registered address of the ultimate parent, from which its consolidated accounts can be obtained, is

Level 12
60 City Road Southbank
Melbourne Victoria 3006
Australia

16. Related party transactions

The company has taken an exemption, as allowed by Financial Reporting Standard No. 8, not to disclose related party transactions with other group companies as the ultimate parent company, Alumina Limited, publishes full statutory consolidated financial statements which are publicly available.

17. Commitments

At 31 December 2009, Alumina Espanola S A, an associate of the company, had no commitments with third parties in the form of bank guarantees (2008: US\$ nil) and capital commitments of US\$5,357,700 (2008: US\$9,972,991).