



CHFP055

This form should be completed in black.

**Return delivered for registration of a branch  
of an overseas company**

(Pursuant to schedule 21A, paragraph 1 of the Companies Act 1985)

013371

(See note 5) Corporate name  
(name in parent state)Business name  
(if different to corporate name)

Country of Incorporation

Identity of register  
(if applicable)Legal form  
(See note 3)For official  
use only

CN

FL25265

BN

BR7621

Rugby Holdings Limited

NA

Australia

SECURITIES EXCHANGE COMMISSION,  
Australia

and registration no. ABN67008702690

Public Limited Company

**PART A - COMPANY DETAILS**

1

1 See note 2

\*State whether the company is a  
credit or financial institution

\*Is the company subject to Section 699A of the Companies Act 1985?

YES

☐

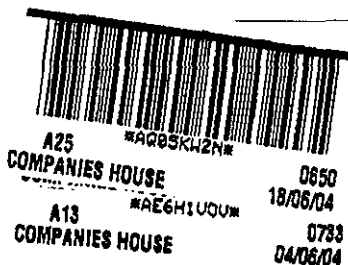
NO

☒

(1) These boxes need not be completed by companies formed in EC member states

Governing Law Australian Companies Act 1961 - 1966

(see note 4)

**Accounting  
requirements**Period for which the company is required to prepare accounts by  
parent law. from 31-Dec-2003 to 31-Dec-2004Period allowed for the preparation and public disclosure of accounts  
for the above period 4 months

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of  
business in home country

Objects of company

Issued shared capital

530 Collins Street  
Melbourne  
Victoria 3000  
Australia

General Objects Clause

AUS \$ 9,139,665.5

Currency AU\$

### Company Secretary(ies)

(See note 10)

Name

\*Style / Title Allens Arthur Robinson

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Stock Exchange Centre  
530 Collins Street

Post town

County / Region Melbourne, vic 3000

Postcode

Country Australia.

Usual residential address must be  
given. In the case of a corporation,  
give the registered or principal office  
address.

\* Voluntary details

### Company Secretary(ies)

(See note 10)

Name

\*Style / Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Post town

County / Region

Postcode

Country

Usual residential address must be  
given. In the case of a corporation,  
give the registered or principal office  
address.

\* Voluntary details

**Directors**

(See note 10)

**Name**

\* Voluntary details

**Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**SCOPE OF AUTHORITY**

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

**\*Style / Title****Mr****Forenames****Adrian Richard****Surname****Auer****\*Honours etc****Previous forenames****Previous surname****88 Oglander Road****East Dulwich****Post town****London****County / Region****Postcode****SE15 4EN****Country** **England****Day** **Month** **Year****Date of birth**

1	9	0	2	1	9	4	9
---	---	---	---	---	---	---	---

**Nationality** **British****Business Occupation** **Finance Director****Other Directorships****SEE ATTACHED SCHEDULE****The extent of the authority to represent the company is :- (give details)****Powers expressly conferred by the instrument of appointment.****These powers :-**

#

☐**May be exercised alone****OR**

#

☒**May be exercised with :-****(Give name(s) of co-authorised person(s))****James Brooks****Michael Hampson****Craig Henderson****Victoria Mathews****C/O Allens Arthur Robinson****Richard Santamaria**

**Directors**

(Continued)

**Name****\*Style / Title****Mr****Forenames****Michael David****Surname****Hampson****RE-SCAN****\*Honours etc****Previous forenames****Previous surname****Bryntirion****8 St Mary's Road****Leatherhead****Post town****County / Region** **Surrey****Postcode****KT22 8EY****Country** **England****Day** **Month** **Year****Date of birth**

0	8	0	5	1	9	5	8
---	---	---	---	---	---	---	---

**Nationality** **British****Business Occupation** **Corporate Affairs Director****Other Directorships** **See attached****The extent of the authority to represent the company is :- (give details)****Powers expressly conferred by the instrument of appointment.****SCOPE OF AUTHORITY**

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

**These powers :-**

#

☐**May be exercised alone****OR**

#

☒**May be exercised with :-**

(Give name(s) of co-authorised person(s))

**James Brooks****Adrian Auer****Craig Henderson****Richard Santamaria****Victoria Mathews / Aliens Arrow Robinson**

**THIS CERTIFICATE/DOCUMENT SUPERCEDES THE  
CERTIFICATE/DOCUMENT IN FILE WHICH  
INCORRECTLY QUOTED THE NAME OF THE COMPANY  
006 of the index**

**AS****30.12.1899**

**Directors**

(Continued)

**Name**

\* Voluntary details

**Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**SCOPE OF AUTHORITY**

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

**\*Style / Title****Mr****Forenames****Michael David****Surname****Hampson****\*Honours etc****Previous forenames****Previous surname****Bryntirion****8 St Mary's Road****Leatherhead****Post town****County / Region** **Surrey****Postcode****KT22 8EY****Country** **England**

**Date of birth**

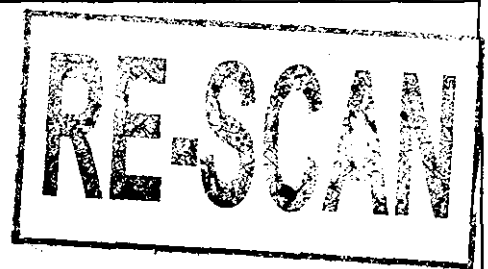
Day	Month	Year
3	0	1 2 1 8 9 9

**Nationality** **British****Business Occupation** **Corporate Affairs Director****Other Directorships** **See attached****The extent of the authority to represent the company is :- (give details)****Powers expressly conferred by the instrument of appointment.****These powers :-**# ☐ May be exercised alone**OR**# ☒ May be exercised with :-

(Give name(s) of co-authorised person(s))

**James Brooks****Adrian Auer****Craig Henderson****Richard Santamaria****Victoria Mathews / Aileen Arrow, Robinson**

THIS CERTIFICATE/DOCUMENT CONTAINS A  
MISTAKE IN THE NAME OF THE COMPANY AND IS  
SUPERSEDED BY THE CERTIFICATE/DOCUMENT  
ON FILE.



**Directors**

(See note 10)

**Name**

\* Voluntary details

**Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**SCOPE OF AUTHORITY**

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

**\*Style / Title****Mr****Forenames****James Arthur****Surname****Brooks****\*Honours etc****Previous forenames****Previous surname****63 Fox Dene****Godalming****Post town****County / Region Surrey****Postcode GU7 1YG****Country England****Date of birth** Day Month Year

1 0 6 1 9 4 8

**Nationality British****Business Occupation Director - Strategy****Other Directorships See attached****The extent of the authority to represent the company is :- (give details)****Powers expressly conferred by the instrument of appointment.****These powers :-**# ☐ May be exercised alone**OR**# ☒ May be exercised with :-

(Give name(s) of co-authorised person(s))

**M Hampson****A Auer****Santamaria****C Henderson****V Mathews C/O Allens Arthur Robinson**

THIS CERTIFICATE/DIRECTORSHIP DOCUMENT SUPERCEDES THE  
CERTIFICATE/DIRECTORSHIP DOCUMENT IN FILE WHICH  
INCORRECTLY QUOTED THE NAME OF THE COMPANY  
AS **Directors 0.0.6**

**30.12.1899****RE-SCAN**

**Directors**

(See note 10)

**Name****\*Style / Title****Mr****Forenames****James Arthur****Surname****Brooks****\*Honours etc****Previous forenames****Previous surname****63 Fox Dene****Godalming****Post town****County / Region** **Surrey****Postcode** **GU7 1YG****Country** **England****Day** **Month** **Year****Date of birth**

3	0	1	2	1	8	9	9
---	---	---	---	---	---	---	---

**Nationality** **British****Business Occupation** **Director - Strategy****Other Directorships** **See attached****The extent of the authority to represent the company is :- (give details)****Powers expressly conferred by the instrument of appointment.****SCOPE OF AUTHORITY**

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

**These powers :-**

#

☐
**May be exercised alone****OR**

#

☒
**May be exercised with :-****(Give name(s) of co-authorised person(s))****M Hampson****A Auer****R Santamaria****C Henderson****V Mathews C/O Allens Arthur Robinson**

(You may photocopy this page as required)

THIS CERTIFICATE/DOCUMENT CONTAINS A  
MISTAKE IN THE NAME OF THE COMPANY AND IS  
SUPERSEDED BY THE CERTIFICATE/DOCUMENT  
ON FILE.

**RE-SCAN**

## Directors

(Continued)

Name

\* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

\*Style / Title

Mr

Forenames

Craig

Surname

Henderson

\*Honours etc

Previous forenames

Previous surname

11 Bay Street

Brighton

Post town

Vic

County / Region

Postcode

3186

Country Australia

Day

Month

Year

Date of birth

1 6 0 1 1 9 6 3

Nationality Australian

Business Occupation Lawyer

Other Directorships

See Attached schedule

The extent of the authority to represent the company is :- (give details)

**Powers expressly conferred by the instrument of appointment.**

These powers :-

#

☐

May be exercised alone

OR

#

☒

May be exercised with :-

(Give name(s) of co-authorised person(s))

Adrian Auel

James Brooks

Michael Hampson

Richard Santamaria

Victoria Mathews (C/O Allens  
Arthur Robinson).



## Directors

(Continued)

Name

\* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

\*Style / Title

Mr

Forenames

Richard Bartholomew

Surname

Santamaria

\*Honours etc

Previous forenames

Previous surname

653 Burke Road

East Hawthorn

Post town

County / Region Vic

Postcode 3123

Country Australia

Date of birth

Day	Month	Year
06	10	1953

Nationality Australian

Business Occupation Lawyer

Other Directorships See attached

The extent of the authority to represent the company is :- (give details)

**Powers expressly conferred by the instrument of appointment.**

These powers :-

# ☐ May be exercised alone

OR

# ☒ May be exercised with :-

(Give name(s) of co-authorised person(s))

Adrian Auer  
James Brooks  
Michael Hampson  
Craig Henderson  
Victoria Matthews C/O Allens  
Arthur Robinson)

Other directorships

Company Name in full Rugby Holdings Limited

Directorships for Mr Richard Bartholomew Santamaria

See attached schedule

**Directorships held by Craig Henderson**

<b>Entity name</b>	<b>Entity type</b>
Allens Arthur Robinson Corporate Advisory Pty Ltd	Private Company
Ardson Pty. Limited	Private Company
Rugby Holdings Limited	Public Company

**Directorships held by Bob Santamaria**

<b>Entity name</b>	<b>Entity type</b>
Allens Arthur Robinson Corporate Advisory Pty Ltd	Private Company
AMCIL Ltd	Public Company
Ardson Pty. Limited	Private Company
BA Santamaria Foundation Pty Ltd	Private Company
Hurstmead Pastoral Company Pty. Ltd	Private Company
Rugby Holdings Limited	Public Company
Very Special Kids Foundation	Unincorporated association
Yarramalong Park Pty Ltd	Private Company

## Individual Profile

**Mr Adrian Richard Auer**



### Personal Details

**Title:** Mr

**Honours:**

**Surname:** Auer

**Forenames:** Adrian Richard

**Preferred Forenames:**

**Nationality:** British

**Occupation:** Finance Director

**NI Number:**

**Passport Number:**

**Date Of Birth:** 19 February 1949

**Ident. Number:**

### Current Directorships

<b>Company Name</b>	<b>Title</b>	<b>Appointed</b>	<b>Ceased</b>
GILLINGHAM PORTLAND CEMENT COMPANY LIMITED	Director	14-Feb-2003	
Readymix AG	Supervisory Board	14-Apr-2003	
Readymix Finance	Director	07-Oct-2003	
RMC (SO) Limited	Director	13-Jun-2003	
RMC Dollars	Director	02-Jun-2003	
RMC EUROPE LIMITED	Director	30-Apr-2003	
RMC GROUP p.l.c.	Director	14-Jan-2003	
RMC Holdings B.V.	Director	28-Apr-2003	
RMC Treasury Limited	Director	20-Jun-2003	
RUGBY HOLDINGS LIMITED	Director	17-Dec-2003	
Vondel Unlimited	Director	27-Oct-2003	

## Individual Profile

**James Arthur Brooks**



### Personal Details

**Title:**

**Honours:**

**Surname:** Brooks

**Forenames:** James Arthur

**Preferred Forenames:**

**Nationality:** British

**Occupation:** Director

**NI Number:**

**Passport Number:**

**Date Of Birth:** 10 June 1948

**Ident. Number:** YL723645C

### Current Directorships

Company Name	Title	Appointed	Ceased
ADELAIDE BRIGHTON LIMITED	Director	16-Mar-2000	
FUEL AND COMBUSTION TECHNOLOGY INTERNATIONAL LIMITED		17-Mar-2003	
GOLDEN PLUS ASPHALT SDN BHD	Director	28-Feb-2001	
GOLDEN PLUS GRANITE SDN BHD	Director	28-Feb-2001	
GOLDEN PLUS MANAGEMENT SDN BHD	Director	28-Feb-2001	
GOLDEN PLUS PREMIX SDN BHD	Director	28-Feb-2001	
GOLDEN PLUS QUARRY (MELAKA) SDN BHD	Director	28-Feb-2001	
GULF QUARRIES LLC	Director	05-Jun-1999	
READYMIX p.l.c.		21-May-2003	
RMC (SOUTH EAST ASIA) LIMITED	Director	16-Mar-2000	
RMC Aggregates (Bukit Tambun) Sdn Bhd	Director	28-Feb-2001	
RMC Building Products (Borneo) Sdn Bhd	Director	31-Mar-1999	
RMC Concrete (Malaysia) Sdn. Bhd.	Director	18-Dec-1998	
RMC GROUP SERVICES LIMITED	Director	01-Apr-1997	
RMC INDUSTRIES (MALAYSIA) SDN BHD	Director	14-May-1996	
RMC INTERNATIONAL CEMENT LIMITED	Director	30-May-2001	
RMC READYMIX (INDIA) PRIVATE LIMITED	Director	03-Jul-1996	
RMC Readymix (Malaysia) Sdn Bhd	Director	03-Dec-1996	
RUGBY HOLDINGS LIMITED	Director	20-May-2002	
RUGBY JAMAICA LIME & MINERALS LIMITED	Director	31-May-2000	
RUGBY TRADING PTE LIMITED	Director	24-Jan-2000	
THE BARRINGTON LIGHT RAILWAY COMPANY	Director	24-Feb-2000	
TIMOR BARAT BATU SDN BHD	Director	28-Feb-2001	
TOPMIX LLC	Director	16-Mar-2000	

## Individual Profile

**Michael David Hampson**



### Personal Details

**Title:**

**Honours:**

**Surname:** Hampson

**Forenames:** Michael David

**Preferred Forenames:** Michael

**Nationality:** British

**Occupation:** Chartered Secretary/Barrister

**NI Number:** WA746761D

**Passport Number:**

**Date Of Birth:** 08 May 1958

**Ident. Number:**

### Current Directorships

<b>Company Name</b>	<b>Title</b>	<b>Appointed</b>	<b>Ceased</b>
CEMENTOWNIA CHELM SA	Director Supervisory Board	12-May-2003	
Cementownia Rudniki SA	Director Supervisory Board	12-May-2003	
READY MIXED CONCRETE SENIOR BENEFITS TRUST LIMITED	Director	01-Apr-1997	
READYMIX IBERIA S.A.		26-Jan-2004	
RMC Baltic SIA	Supervisory Board Member	31-Dec-2003	
RMC Euro SAS		28-Jan-2004	
RMC Group Services GmbH	Member of Supervisory Board	14-Apr-2004	
RMC GROUP SERVICES LIMITED	Director	09-Jul-1997	
RMC Holdings B.V.	Director	31-Dec-2001	
RMC Inca Limited		12-Nov-2002	
RMC PENSION TRUST LIMITED	Director	01-Jan-1998	
RUGBY HOLDINGS LIMITED	Director	17-Dec-2003	
STAFF NOMINEES LIMITED	Director	24-Feb-2000	

### Constitution of the company

(See notes 6 to 9)

# Mark box(es)  
as applicable

(see note 9)

\* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

AND/OR

The company may also rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

AND/OR

The company may rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

NOTE:- In all cases, the registration number of the branch or place of business relied upon must be given.

# ☒ A certified copy of the instrument constituting or defining the constitution of the company

AND

☐

\* A certified translation

\*is/are delivered for registration

☒

A copy of the latest accounts of the company

AND

☐

\* A certified translation

\*is/are delivered for registration

☐

The Constitutional documents (\* and certified translations)

AND/OR

☐

The latest accounts (\* and certified translation)

of the company were previously delivered on the registration of the branch of the company at:-

Cardiff

☐

Edinburgh

☐

Belfast

☐

Registration no.

☐

the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.

Registration no.

☐

The constitutional documents (and a certified translation\*)

\*and/or

☐

Particulars of the current directors and secretary(ies)

were previously delivered in respect of a branch of the company registered at THIS registry

Registration no.

## PART B - BRANCH DETAILS

### Persons authorised to represent the company or accept service of process.

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

### SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

*Style / Title	Mr
Forenames	Adrian Richard
Surname	Auer
Address	88 Oglander Road East Dulwich
Post town	London
County / Region	
Postcode	SE15 4EN
Is # <input checked="" type="checkbox"/>	Authorised to accept service of process on the company's behalf
* AND/OR	
Is # <input checked="" type="checkbox"/>	Authorised to represent the company in relation to that business
The extent of the authority to represent the company is :- (give details)	
Powers expressly conferred by the instrument of appointment.	
These powers :-	
# <input type="checkbox"/>	May be exercised alone
OR	
# <input checked="" type="checkbox"/>	May be exercised with :-
(Give name(s) of co-authorised person(s))	
M Hampson J Brooks	



**Persons authorised to represent the company or accept service of process.**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

**SCOPE OF AUTHORITY**

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

\*Style / Title

Mr

Forenames

James Arthur

Surname

Brooks

Address

63 Fox Dene

Godalming

Surrey

Post town

County / Region

Postcode GU7 1YG

Is #

☒

Authorised to accept service of process on the company's behalf

\* AND/OR

Is #

☒

Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

**Powers expressly conferred by the instrument of appointment.**

These powers :-

#

☐

May be exercised alone

OR

#

☒

May be exercised with :-

(Give name(s) of co-authorised person(s))

**M Hampson  
A Auer**

**Persons authorised to represent the company or accept service of process.**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

**SCOPE OF AUTHORITY**

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

*Style / Title	Mr
Forenames	Michael David
Surname	Hampson
Address	Bryntirion 8 St Mary's Road Leatherhead
Post town	
County / Region	Surrey
Postcode	KT22 8EY
Is # <input checked="" type="checkbox"/>	Authorised to accept service of process on the company's behalf
* AND/OR	
Is # <input checked="" type="checkbox"/>	Authorised to represent the company in relation to that business
The extent of the authority to represent the company is :- (give details)	
<b>Powers expressly conferred by the instrument of appointment.</b>	
These powers :-	
# <input type="checkbox"/>	May be exercised alone
OR	
# <input checked="" type="checkbox"/>	May be exercised with :-
(Give name(s) of co-authorised person(s))	
J Brooks A Auer	

**Address of branch***(See note 11)*

Address **RMC House,**  
**Coldharbour Lane**  
**Thorpe,**  
Post town **Egham**  
County/Region **Surrey** Post code **TW20 8TD**

**Branch details***(see note 12)*

Day Month Year  
Date branch opened 17 12 2003

Business carried on at branch

holding company

**SIGNATURE**

Signed Tiffany Brill  
(\*Director/Secretary/Permanent representative)

Date 3 June 2004.

This form contains 11 continuation sheets

To whom should Companies House  
direct any enquiries about the  
information on this form?

**Tiffany Brill**  
**RMC Group Secretariat**  
**RMC House**  
**Coldharbour Lane**  
**Thorpe**  
**Egham**  
**Surrey TW20 8TD**

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at  
for branches established in England and Wales

**Companies House**  
**Crown Way**  
**Cardiff**  
**CF14 3UZ**

for branches established in Scotland

**Companies House**  
**37 Castle Terrace**  
**Edinburgh**  
**EH1 2EB**

# Certificate

Allens Arthur Robinson 

I, **Craig Henderson**, director of Rugby Holdings Limited, certify that Annexure A is a true and correct copy of the Memorandum of Association and Articles of Association (**Constitution Documents**) (including resolutions amending those Constitution Documents) of Rugby Holdings Limited.

SIGNED this 29<sup>th</sup> day of January 2004



**Craig Henderson**

Certified under Oath before me, a person having authority to administer an Oath in this jurisdiction.



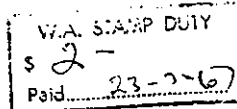
**MARK CHRISTOPHER MALINAS**  
of 530 Collins Street, Melbourne  
A current practitioner within  
the meaning of the Legal Practice  
Act 1996

**Annexure A**

104 WESTERN AUSTRALIAN STAMP DUTIES

23-12-67 Western Australia : : D SEEN \$\*\*0.10

Companies Act 1961-1966



Company Limited By Shares

ARTICLES OF ASSOCIATION

-of-

ADLAIDE HOLDINGS PTY. LIMITED

1. The Company is registered as a proprietary company, and accordingly :

(a) The right to transfer shares is restricted in manner hereinafter provided.

(b) The number of members of the Company (counting joint holders of shares as one person and not counting any person in the employment of the Company or of its subsidiary or any person who while previously in the employment of the Company or of its subsidiary was and thereafter has continued to be a member of the Company) is limited to fifty.

(c) Any invitation to the public to subscribe for any shares in or debentures of the Company or to deposit money with the Company for fixed periods or payable at call, whether bearing or not bearing interest, is prohibited.

2. Except so far as the same are hereby modified or excluded or declared not to apply the provisions of Table A in the Fourth Schedule to the Companies Act, 1961-1966 (hereinafter called Table A) shall apply to this Company. *(So Table A refer K&CC)*

3. In Article 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

4. Article 22 of Table A shall not apply and the following shall be substituted therefor :

22. The Directors may in their absolute and uncontrolled discretion decline to register any transfer of shares to a person

of whom they do not approve or for any other reason which they deem sufficient. The Directors shall not be bound to assign any reason for refusing to register a transfer.

5. Article 41 of Table A shall not apply and the following shall be substituted therefor :

41. The shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and either at a premium or at par or (subject to the Act) at a discount and at such times as the Directors think fit, and with full power to give any person the call on any such shares at par or at a premium, during such time, and for such consideration as the Directors think fit.

6. The following Article shall be added after Article 53 of Table A :

53A. Subject to the Act any ordinary resolution of the Company determined on without any general meeting and evidenced by writing under the hands of all the members of the Company shall be as valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

7. Article 61 of Table A shall not apply and the following shall be substituted therefor :

61. The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting before the commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

8. The Directors shall be not less than two nor more than <sup>ten</sup> seven and Article 63 of Table A is modified accordingly.

9. A Director need not hold a share qualification and Article 71 of Table A shall not apply.

SPECIAL RESOLUTION  
PASSED 11.12.1982

10. Paragraphs (g) and (h) of Article 72 of Table A shall not apply.

11. Article 81 of Table A shall not apply.

12. No Director shall be disqualified by his office from holding any office or place of profit under the Company or under any Company in which this Company shall be a shareholder or otherwise interested or from contracting with the Company either as vendor purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director be liable to account to the Company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but every Director shall observe the provisions of Section 123 of the Act relating to the disclosure of the interest of Directors in contracts or proposed contracts with the Company or of any office or property held by the Directors which might create duties or interests in conflict with their duties or interests as Directors. A Director may vote as a Director in respect of any such contract or arrangement or any other matter in which he may be in any way interested and if he does so vote his vote shall be counted.

13. Article 90 of Table A shall be modified by substituting for the words "The Company" the words "The Directors or the Company".

14. Article 101 of Table A shall be modified by inserting before the word "recommending" the words "paying or".

15. Article 104 of Table A shall be modified by inserting at the commencement thereof the words and brackets "The Directors (if the Directors shall declare a dividend or bonus) or".

16. The Company may have an official seal for use abroad.

Dated this 23rd day of March 1967.

WE, the several persons whose names and addresses are subscribed being subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.



NAME, ADDRESS AND  
DESCRIPTIONS OF  
SUBSCRIBERS

SIGNATURES OF  
SUBSCRIBERS

SIGNATURES AND  
ADDRESSES OF  
WITNESSES

Eric William GILLETT,  
27 Perry Street,  
Claremont.  
Solicitor.

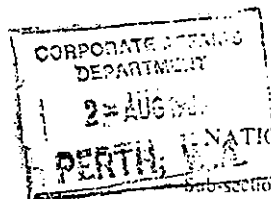
E.W. Gillett

Witness to both  
signatures :

E.P. Turner  
81 Swan St.  
Guildford.

John Frederic Martin  
GILLETT,  
24 Leam Road,  
Bulbottle.  
Solicitor.

John Gillett



5670149  
COMPANY No. 54149

NATIONAL COMPANIES AND SECURITIES COMMISSION  
Companies Form 24  
Sub-sections 70(1) and (2), 72(2), 73(12) and (13), 251(1) and 392(2) Regulation 28

# NOTICE OF RESOLUTION

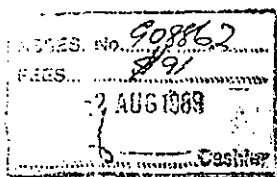
ADELAIDE HOLDINGS PTY.,

Limited

At a general meeting of the members of the company duly convened and held at Perth

on the 25th day of July, 1989, the ("special") resolution set out "below"/"in the annexure marked....." was "duly passed"/"agreed to".

"with the approval of the Commission (which had already been granted) the name of the company be henceforth changed from Adelaide Holdings Pty. Limited to Rugby Holdings Pty. Limited".

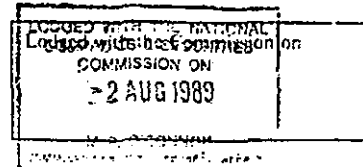


5/7/89

730140

Dated this 1st day of August, 1989  
Signature of "Director"/"Secretary"/"Principal Executive Officer" *[Signature]*  
Name of Signatory IN BLOCK LETTERS BARRY JOHN FARRELL  
\* Strike out if inapplicable.  
\*\* Requirements relating to annexures are set out in regulation 8 (see over).

Lodged by B.J. Farrell  
Address C/- Cockburn Cement Ltd  
PO Box 38  
Hamilton Hill 6163  
Phone No. 410-1533



RUGBY HOLDINGS PTY. LIMITED

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF THE COMPANY HELD AT 29TH FLOOR, 77 ST GEORGE'S TERRACE,  
PERTH ON THE 25TH SEPTEMBER, 1989 AT 2.55 P.M.

PRESENT: J.F.M. Gillett (in the Chair)  
J.G. Young

Chairman

It was resolved that in the absence of the Chairman of the  
Board of Directors, Mr Gillett be Chairman of the meeting.

Consent to Short Notice

It was unanimously agreed that notwithstanding that the  
meeting was convened by notice shorter than is required by  
sub-section (2) of Section 242 of the Companies (Western  
Australia) Code that as all members entitled to attend and  
vote at the meeting were present, this meeting be deemed to  
be duly convened by virtue of sub-section (3) of Section  
242 of the Companies (Western Australia) Code.

Conversion to Public Company

It was unanimously resolved that as all members entitled to  
attend and vote at the meeting were present and had so  
agreed the following resolution be proposed and passed as a  
special resolution pursuant to sub-section (4) of Section  
248 of the Companies (Western Australia) Code  
notwithstanding that less than twenty one days notice had  
been given:

"That the Company convert to a public company and that  
the name of the Company henceforth be changed from  
Rugby Holdings Pty. Limited to Rugby Holdings Limited."

Signed as a correct record

CHAIRMAN



ARTICLES NO. 814FF17  
FORM B1  
23 DEC 1988  
Dot

Registered No.

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 24

670149

Sub-sections 70(1) and (2), 72(2), 73(12) and (13), 251(1) and 392(2) Regulation 28

NOTICE OF RESOLUTION

ADELAIDE HOLDINGS PTY. LIMITED

At a general meeting of the members of the company duly convened and held at WEMBLEY on the first day of December, 1988, the resolution set out below was duly passed:

"That Article 63 of the Company's Articles of Association be amended by deleting the word "seven" on line 1 and substituting in lieu thereof the word "ten"."

Dated this first day of December, 1988.

Signature of Director John Frederic Martin Gillett  
JOHN FREDERIC MARTIN GILLETT

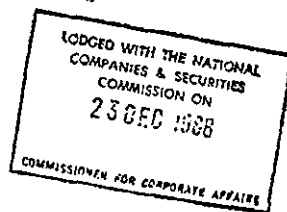
Name of Signatory:

Lodged by:  
NORTHMORE HALE DAVY AND LEAKE  
29th Floor, Aliendale Square,  
77 St. George's Terrace,  
PERTH W.A. 6000

Tel: 325-9833

Ref: ERA:JG

Lodged with the Commission on:



CNP24808/ERA147

25-MAR-67 182964 s o o D S/EST \$\*\*0.10  
Western Australia

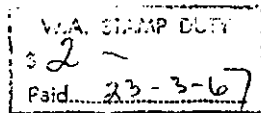
Companies Act, 1961-1966.

Company Limited By Shares

MEMORANDUM OF ASSOCIATION

-of-

ADLAIDE HOLDINGS PTY. LIMITED



1. The name of the Company is "Adelaide Holdings Pty. Limited."
2. The objects for which the Company is established are :
  - (1) To carry on business as quarry owners, manufacturers of and dealers in cement, lime, plaster, slate, sand, hair, gravel, clay, chalk, artificial stone, concrete, bricks, tiles, terra-cotta, earthenware, stoneware, pottery, drain and other pipes, chimney pots, hardware and ceramic ware of all kinds: builders and contractors, painters, glaziers, carpenters, joiners, cabinet makers, decorators, paper-hangers, plumbers, electrical and sanitary engineers, timber merchants and dealers in builders' requisites and materials of all kinds.
  - (2) To carry on business as shippers and shipowners, barge owners, tug owners, carriers by land and water, wharfingers, dock owners, truck owners, stevedores, lightermen, warehousemen, coal and coke merchants, engineers, iron and brass founders, boiler makers, machinists, tool makers, wire drawers, millwrights, metal workers, and to buy, sell, deal in, manufacture, hire and let on hire all kinds of machinery, tools, implements and plant.
  - (3) To carry on business as farmers, graziers, market gardeners, seedsmen, nurserymen, corn, hay and straw merchants, manufacturers of and dealers in farming and agricultural implements and machinery of all kinds, and dealers in live stock, of every description.



- (4) To acquire and hold shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities and obligations issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, securities or obligations of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad.
- (5) To acquire any such shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities, obligations, funds or loans by original subscription, tender, purchase, participation in syndicates, exchange or otherwise and whether or not fully paid up, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being.
- (6) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- (7) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.
- (8) To purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.

either in cash or fully or partly paid shares or by the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined.

- (10) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures, or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (11) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.
- (12) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families and dependants of any such persons, and

the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (13) To lend money on any terms that may be thought fit and to give any guarantees that may be deemed expedient.
- (14) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit whether direct or indirect.
- (15) To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.
- (16) To amalgamate with any other company.
- (17) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Company.
- (18) To distribute any of the Company's property or assets among



foreign country.

(20) To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with such arrangements, rights, privileges or concessions and further to support or oppose any proposal made by any person or by any body of persons to secure any changes in the law affecting the Company or the business of the Company or any of its rights, privileges or concessions and to subscribe to any fund that may be raised or utilised for the purpose of or in connection with the support of, or opposition to any such proposal.

(21) To do all or any of the above things in any part of the world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.

(22) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause except where used in reference to this Company shall be deemed to include any company or corporation whether incorporated in Western Australia or elsewhere and whether existing or hereafter to be formed and any partnership or other unincorporated body of persons wherever domiciled and whether existing or hereafter to be formed.

And it is hereby further declared that each object specified in each paragraph of this clause shall unless otherwise therein provided be regarded as an independent object and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company and shall be capable of being pursued as an independent object and either alone or in conjunction with any one or more of the objects specified in the same or in any

3. The objects of the Company above set forth shall be interpreted to include all and every the powers set forth in the third schedule to the Companies Act 1961-1966.
4. The liability of the members is limited.
5. The capital of the Company is TEN THOUSAND DOLLARS divided into twenty thousand shares of fifty cents each with power to increase or reduce such capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential deferred qualified or special rights privileges or conditions.

Dated this 23<sup>rd</sup> day of March 1967.

To, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS	SIGNATURES AND ADDRESSES OF WITNESS
Eric William GILLETT 27 Parry Street, Claremont  Solicitor	One	E.W. Gillett	Witness to both signatures :  E.P. Tuner 81 Swan Street Guilford
John Frederic Martin GILLETT 24 Leon Road Calkeith  Solicitor	One	John Gillett	

# Certificate

Allens Arthur Robinson



I, **Craig Ronald Henderson**, director of Rugby Holdings Limited, certify that Annexure B is a true and correct copy of the Auditor's Opinion in respect of the Financial Statements and Reports of Rugby Holdings Limited for the period 1 January 2001 to 31 December 2001.

SIGNED this **6<sup>th</sup>** day of May 2004

**Craig Ronald Henderson**

Certified under Oath before me, a person having authority to administer an Oath in this jurisdiction.

**MARK CHRISTOPHER MALINAS**  
of 530 Collins Street, Melbourne  
A current practitioner within  
the meaning of the Legal Practice  
Act 1996

**Annexure B**

## **Independent audit report to the members of Rugby Holdings Limited**

PricewaterhouseCoopers  
ABN 52 780 433 757

91 King William Street  
ADELAIDE SA 5000  
GPO Box 418  
ADELAIDE SA 5001  
DX 77 Adelaide  
Australia  
[www.pwcglobal.com/au](http://www.pwcglobal.com/au)  
Telephone +61 8 8218 7000  
Facsimile +61 8 8218 7999

### **Audit opinion**

In our opinion, the financial report set out on pages 4 to 44:

- presents a true and fair view, as required by the Corporations Act 2001 in Australia, of the financial position of Rugby Holdings Limited and the Rugby Holdings Limited Group (defined below) as at 31 December 2001 and of their performance for the year ended on that date;
- is presented in accordance with the Corporations Act 2001, Accounting Standards and other mandatory professional reporting requirements in Australia, and the Corporations Regulations 2001.

This opinion must be read in conjunction with the following explanation of the scope and summary of our role as auditor.

### **Scope and summary of our role**

#### ***The financial report – responsibility and content***

The preparation of the financial report for the year ended 31 December 2001 is the responsibility of the directors of Rugby Holdings Limited. It includes the financial statements for Rugby Holdings Limited (the Company) and for the Rugby Holdings Limited Group (the Group), which incorporates Rugby Holdings Limited and the entities it controlled during the year ended 31 December 2001.

#### ***The auditor's role and work***

We conducted an independent audit of the financial report in order to express an opinion on it to the members of the Company. Our role was to conduct the audit in accordance with Australian Auditing Standards to provide reasonable assurance as to whether the financial report is free of material misstatement. Our audit did not involve an analysis of the prudence of business decisions made by the directors or management.

## Independent audit report to the members of Rugby Holdings Limited (continued)

In conducting the audit, we carried out a number of procedures to assess whether in all material respects the financial report presents fairly a view in accordance with the Corporations Act 2001, Accounting Standards and other mandatory reporting requirements in Australia, and the Corporations Regulations 2001, which is consistent with our understanding of the Company's and the Group's financial position, and their performance as represented by the results of their operations and cash flows.

The procedures included:

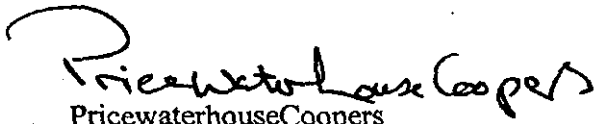
- selecting and examining evidence, on a test basis, to support amounts and disclosures in the financial report. This included testing, as required by auditing standards, certain internal controls, transactions and individual items. We did not examine every item of available evidence
- evaluating the accounting policies applied and significant accounting estimates made by the directors in their preparation of the financial report
- obtaining written confirmation regarding material representations made to us in connection with the audit
- reviewing the overall presentation of information in the financial report.

Our audit opinion was formed on the basis of these procedures.

### *Independence*

As auditor, we are required to be independent of the Group and free of interests which could be incompatible with integrity and objectivity. In respect of this engagement, we followed the independence requirements set out by The Institute of Chartered Accountants in Australia, the Corporations Act 2001 and the Auditing and Assurance Standards Board.

In addition to our statutory audit work, we were engaged to undertake other services for the Group. These services are disclosed in note 32 to the financial statements. In our opinion the provision of these services has not impaired our independence.

  
PricewaterhouseCoopers

  
PG Steel  
Partner

Adelaide  
27 November 2002

# Certificate

Allens Arthur Robinson 

I, **Craig Ronald Henderson**, director of Rugby Holdings Limited, certify that Annexure A is a true and correct copy of the Financial Statements and Reports of Rugby Holdings Limited for the period 1 January 2001 to 31 December 2001.

SIGNED this ~~10~~ day of May 2004



**Craig Ronald Henderson**

Certified under Oath before me, a person having authority to administer an Oath in this jurisdiction.



**MARK CHRISTOPHER MALINAS**  
of 530 Collins Street, Melbourne  
A current practitioner within  
the meaning of the Legal Practice  
Act 1996

## **Annexure A**



**RUGBY HOLDINGS LTD  
AND ITS CONTROLLED ENTITIES  
ABN 67 008 702 690**

**FINANCIAL STATEMENTS AND REPORTS**

**1 JANUARY 2001 TO 31 DECEMBER 2001**

AT3  
COMPANIES HOUSE

V781  
04/06/04

## Rugby Holdings Ltd and controlled entities

### Directors' report

The Directors present their report on the consolidated entity ("the Group") consisting of Rugby Holdings Ltd ("the Company") and the entities it controlled at the end of, or during, the year ended 31 December 2001.

#### Directors

The Directors of the Company at any time during the reporting period and up to the date of this report are:

**PC Crowley** BA, BEcon  
Appointed Director July 1999  
Resigned as Director 29 January 2002  
Former Executive Director Cement and Lime,  
The Rugby Group PLC

**JA Brooks**  
Age 53  
Appointed Director 29 January 2002  
Director Asia Pacific, RMC Group Services Ltd

**M Brydon**  
Appointed Director 20 July 1999  
Director Cockburn Cement Ltd

**AO Dobbs**  
Appointed Director 31 December 1997

#### Directors' meetings

The number of Directors' meetings and meetings held during the financial year and the number of meetings attended by each Director are as follows:

	Number of meetings attended	Number of meetings held
PC Crowley	-	1
JA Brooks	-	-
M Brydon	1	1
AO Dobbs	1	1

#### Principal activities

There has been no significant change in the principal activities of the Company during the year.

#### Results

Net profit for the financial year attributable to members of the consolidated entity was \$16,073,000 (2000: \$14,508,000).

#### Review of operations

During the year the Company earned dividend revenue of \$10,200,000 (2000: \$7,800,000) and advanced \$13,432,000 (2000: Nil) to subsidiaries.

#### Dividends paid or declared by the Company

No dividends were paid or declared by the Company during the year (2000: \$6,362,000).

#### State of affairs

There were no significant changes in the state of affairs of the consolidated entity that occurred during the financial year not otherwise disclosed in this report or the consolidated financial statements.

#### Environmental regulation

The operations of the consolidated entity are subject to various Commonwealth and state laws governing the protection of the environment. Environmental licences for operations include requirements specific to each site and each state. Environmental compliance is reported monthly to the Board.

There were no material breaches of environmental statutory requirements and no prosecutions during the year. However, there was minor non-conformance with licence conditions. All licence breaches are reported to the relevant statutory authority.

#### Events subsequent to the end of the financial year

The following events have occurred since the end of the financial year ended 31 December 2001:

On 15 March 2002, Adelaide Brighton Ltd acquired Premier Resources Ltd for a consideration of \$7 million.

On 18 June 2002, Adelaide Brighton Ltd raised \$49.7 million equity through a 1:7 renounceable rights issue.

## Rugby Holdings Ltd and controlled entities

### Directors' report (continued)

#### Likely developments and expected results of operations

Likely developments in the operations of the consolidated entity, known at the date of this report, have been covered generally within the report.

Further information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the consolidated entity.

#### Directors' and senior executives' emoluments

Directors' and senior executives benefits (including remuneration) are set out in Notes 30 and 31 of the Financial Statements.

#### Directors' interests

No Director held any shares in the Company in the financial year, and no Director was granted any options over unissued shares in the Company.

#### Indemnification and insurance of officers

The Company's Directors, Company Secretary and all other current and former Directors and officers of the consolidated entity including executive officers, are indemnified to the extent permitted by law when acting in those capacities in respect of:

- liability to persons (other than entities within the consolidated entity) if the officer has acted in good faith; and
- the cost and expenses of successfully defending legal proceedings.

Insurance cover for Directors' and Officers' liability is included under a global policy of the RMC Group p.l.c.

#### Proceedings on behalf of the Company

No person has applied for leave of the Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the year.

#### Ultimate parent company

RMC Group p.l.c., a company registered in the United Kingdom, is the ultimate parent company of Rugby Holdings Ltd, controlling 100% of the issued shares.

#### Rounding off

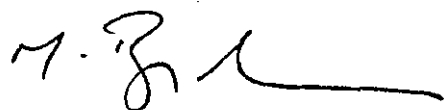
The Company is of a kind referred to in ASIC Class Order 98/0100 dated 10 July 1998 and, in accordance with that Class Order, amounts in the financial report and Directors' report have been rounded off to the nearest one thousand dollars, unless otherwise indicated.

#### Auditor

PricewaterhouseCoopers continues in office in accordance with section 327 of the Corporation Act 2001.

Dated at Adelaide this 27 November 2002

Signed in accordance with a resolution of the Directors:



Director

# Rugby Holdings Ltd and controlled entities

## Statements of financial performance

For the year ended 31 December 2001

	Notes	Consolidated		The Company	
		2001 \$'000	2000 \$'000	2001 \$'000	2000 \$'000
Revenues from sale of goods and services	2	387,801	373,970	-	-
Cost of sales (inci. freight and distribution costs)	3	(314,835)	(297,770)	-	-
<b>Gross profit</b>		<b>72,966</b>	<b>76,200</b>	<b>-</b>	<b>-</b>
Other revenues from ordinary activities	2	7,182	11,701	10,920	9,779
Other expenses from ordinary activities					
Marketing		(5,495)	(5,061)	-	-
Administration		(24,887)	(25,773)	-	-
Borrowing costs	3	(17,578)	(24,699)	-	(1,700)
Other	3	(6,735)	(10,242)	(49)	(431)
Share of net profits of joint venture entities accounted for using the equity method	39(b) &	5,242	5,566	-	-
<b>Profit from ordinary activities before income tax expense</b>		<b>30,695</b>	<b>27,692</b>	<b>10,871</b>	<b>7,648</b>
Income tax expense	4	(1,888)	(78)	(1,888)	(78)
<b>Net profit</b>		<b>28,807</b>	<b>27,614</b>	<b>8,983</b>	<b>7,570</b>
Net (profit)/loss attributable to outside equity interests		(12,734)	(13,106)	-	-
<b>Net profit attributable to members of Rugby Holdings Ltd</b>		<b>16,073</b>	<b>14,508</b>	<b>8,983</b>	<b>7,570</b>
Net exchange difference on translation of financial reports of foreign controlled entities	25(a)	22	127	-	-
<b>Total revenues, expenses and valuation adjustments attributable to members of Rugby Holdings Ltd recognised directly in equity</b>		<b>22</b>	<b>127</b>	<b>-</b>	<b>-</b>
<b>Total changes in equity other than those resulting from transactions with owners as owners</b>	27	<b>16,095</b>	<b>14,635</b>	<b>8,983</b>	<b>7,570</b>

The statements of financial performance should be read in conjunction with the notes to the financial statements set out on pages 7 to 43.

# Rugby Holdings Ltd and controlled entities

## Statements of financial position

As at 31 December 2001

	Notes	Consolidated		The Company	
		2001 \$'000	2000 \$'000	2001 \$'000	2000 \$'000
<b>Current assets</b>					
Cash assets	5	22,184	32,909	622	729
Receivables	6	56,457	57,550	5,745	8,352
Inventories	7	39,448	44,014	-	-
Other	8	2,098	3,180	-	-
<b>Total current assets</b>		<b>120,187</b>	<b>137,653</b>	<b>6,367</b>	<b>9,081</b>
<b>Non-current assets</b>					
Receivables	9	11,732	10,939	25,737	12,305
Investments accounted for using the equity method	10 & 39	27,588	26,932	-	-
Other financial assets	11	10	10	280,488	280,488
Property, plant and equipment	12	564,056	567,278	706	706
Deferred tax assets	13	37,013	29,612	-	-
Intangible assets	14	141,160	141,711	-	-
<b>Total non-current assets</b>		<b>781,559</b>	<b>776,482</b>	<b>306,931</b>	<b>293,499</b>
<b>Total assets</b>		<b>901,746</b>	<b>914,135</b>	<b>313,298</b>	<b>302,580</b>
<b>Current liabilities</b>					
Payables	16	50,050	40,788	336	489
Interest bearing liabilities	17	-	54,977	-	-
Current tax liabilities	18	1,975	423	1,966	78
Provisions	19	38,553	47,971	-	-
<b>Total current liabilities</b>		<b>90,578</b>	<b>144,159</b>	<b>2,302</b>	<b>567</b>
<b>Non-current liabilities</b>					
Interest bearing liabilities	20	215,000	204,800	-	-
Deferred tax liabilities	21	60,409	51,189	-	-
Provisions	22	18,523	20,210	-	-
Other	23	102	102	-	-
<b>Total non-current liabilities</b>		<b>294,034</b>	<b>276,301</b>	<b>-</b>	<b>-</b>
<b>Total liabilities</b>		<b>384,612</b>	<b>420,460</b>	<b>2,302</b>	<b>567</b>
<b>Net assets</b>		<b>517,134</b>	<b>493,675</b>	<b>310,996</b>	<b>302,013</b>
<b>Equity</b>					
Parent entity interest					
Contributed equity	24(a) & (b)	229,085	229,085	229,085	229,085
Reserves	25(a)	20	(2)	-	-
Accumulated losses	25(b)	64,809	48,736	81,911	72,928
<b>Total parent entity interest</b>		<b>293,914</b>	<b>277,819</b>	<b>310,996</b>	<b>302,013</b>
Outside equity interest in controlled entities	26	223,220	215,856	-	-
<b>Total equity</b>	27	<b>517,134</b>	<b>493,675</b>	<b>310,996</b>	<b>302,013</b>

The statements of financial position should be read in conjunction with the notes to the financial statements set out on pages 7 to 43.

# Rugby Holdings Ltd and controlled entities

## Statements of cash flows

For the year ended 31 December 2001

	Notes	Consolidated		The Company	
		2001 \$'000	2000 \$'000	2001 \$'000	2000 \$'000
<b>Cash flows from operating activities</b>					
Receipts from customers (inclusive of goods and services tax)		431,426	411,237	-	-
Payments to suppliers and employees (inclusive of goods and services tax)		(340,530)	(327,877)	(195)	(105)
Dividends received		4,586	10,087	9,100	3,900
Interest received		1,787	6,010	520	1,979
Other revenue		644	5,802	-	-
Borrowing costs		(17,251)	(25,217)	-	(1,700)
Income taxes paid		(847)	(2,232)	-	(30)
Income tax refunds		3,661	-	-	-
<b>Net cash inflow from operating activities</b>	40	<b>83,476</b>	<b>77,810</b>	<b>9,425</b>	<b>4,044</b>
<b>Cash flows from investing activities</b>					
Payments for property, plant and equipment		(45,658)	(36,955)	-	(383)
Payments for controlled entity		-	-	-	-
Payments on sale of controlled entities		-	(1,379)	-	-
Proceeds from sale of property, plant and equipment		3,910	3,613	-	-
Proceeds from sale of investments	39(f)	-	4,956	-	-
Loans to other entities		(793)	(5,354)	-	(238)
Repayment of loans by other entities		-	56,809	-	56,409
Repayment of balances by controlled entities		-	-	3,900	(3,900)
Other payments		-	756	-	-
<b>Net cash (outflow) from investing activities</b>		<b>(42,541)</b>	<b>22,446</b>	<b>3,900</b>	<b>51,888</b>
<b>Cash flows from financing activities</b>					
Capital repayment to shareholders	27	-	(5,510)	-	-
Capital reduction payment to outside equity interests		(3,354)	-	-	-
Proceeds from borrowings	36(b)(iii)	63,900	105,000	-	-
Repayment of borrowings		(104,777)	(177,702)	-	(50,058)
Loans to controlled entities	36(b)(iii)	-	-	(13,432)	-
Dividends paid	28	(7,475)	(13,463)	-	(6,362)
Other proceeds		-	(18)	-	-
<b>Net cash inflow (outflow) from financing activities</b>		<b>(51,706)</b>	<b>(91,693)</b>	<b>(13,432)</b>	<b>(56,420)</b>
<b>Net increase (decrease) in cash held</b>		<b>(10,771)</b>	<b>8,563</b>	<b>(107)</b>	<b>(488)</b>
Cash at the beginning of the financial year (period)	5	32,909	24,168	729	1,217
Effects of exchange rate changes on cash		46	178	-	-
<b>Cash at the end of the financial year (period)</b>	5	<b>22,184</b>	<b>32,909</b>	<b>622</b>	<b>729</b>

The statements of cash flows should be read in conjunction with the notes to the financial statements set out on pages 7 to 43.

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements

For the year ended 31 December 2001

#### 1 Summary of significant accounting policies

This general purpose financial report has been prepared in accordance with Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Consensus Views and the Corporations Act 2001. It is prepared in accordance with the historical cost convention. Unless otherwise stated, the accounting policies adopted are consistent with those of the previous reporting period.

As a result of applying the revised Accounting Standard AASB 1018 *Statement of Financial Performance*, revised AASB 1034 *Financial Report Presentation and Disclosures* and AASB 1040 *Statement of Financial Position* for the first time, a number of comparative amounts were represented or reclassified to ensure comparability with the current reporting period.

The transitional provisions of AASB 1041 *Revaluation of Non Current Assets* have been applied to property, plant and equipment re-valued prior to 1 January 2001. These assets are now deemed to be carried at cost.

##### (a) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all entities controlled by Rugby Holdings Ltd ("the Company") as at 31 December 2001 and the results of all controlled entities for the year then ended. The Company and its controlled entities together are referred to in this financial report as the consolidated entity. The effects of all transactions between entities in the consolidated entity are eliminated in full. Outside equity interests in the results and equity of controlled entities are shown separately in the consolidated statements of financial performance and statements of financial position respectively.

Where control of an entity is obtained during a financial year, its results are included in the consolidated statements of financial performance from the date on which control commences. Where control of an entity ceases during a financial year its results are included for that part of the year during which control existed.

Investments in joint ventures are accounted for in the consolidated financial statements using the equity method. Under this method, the consolidated entity's share of the post acquisition profits or losses of joint ventures is recognised in the consolidated statements of financial performance, and its share of post acquisition movements in reserves is recognised in consolidated reserves. The cumulative post acquisition movements are adjusted against the cost of the investment. Details relating to the joint ventures are set out in Note 39.

##### (b) Income tax

Tax effect accounting procedures are followed whereby the income tax expense in the statements of financial performance is matched with the accounting profit after allowing for permanent differences. The future tax benefit relating to tax losses is not carried forward as an asset unless the benefit is virtually certain of realisation. Income tax on cumulative timing differences is set aside to the deferred income tax or the future income tax benefit accounts at the rates which are expected to apply when those timing differences reverse.

No provision is made for additional taxes which could become payable if certain reserves of the foreign controlled entity were to be distributed as it is not expected that any substantial amount will be distributed from those reserves in the foreseeable future.

##### (c) Foreign currency translation

###### (i) Transactions

Foreign currency transactions are initially translated into Australian currency at the rate of exchange at the date of the transaction. At balance date amounts payable and receivable in foreign currencies are translated to Australian currency at rates of exchange current at that date. Resulting exchange differences are recognised in determining the profit or loss for the year.

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

(ii) *Specific commitments*

Hedging is undertaken in order to avoid or minimise possible adverse financial effects of movements in exchange rates. Gains or costs arising upon entry into a hedging transaction intended to hedge the purchase or sale of goods or services, together with subsequent exchange gains or losses resulting from those transactions are deferred up to the date of the purchase or sale and included in the measurement of the purchase or sale.

(iii) *General commitments*

Exchange gains or losses on other hedge transactions are brought to account in the statements of financial performance in the financial year in which the exchange rates change. Gains or costs arising on entry into hedges of general commitments are recognised as assets or liabilities at the time of entry into the hedges and are amortised over the lives of the hedges.

(iv) *Foreign controlled entity*

As foreign controlled entities are self-sustaining, assets and liabilities are translated into Australian currency at rates of exchange current at balance date, while revenues and expenses are translated at the average of rates ruling during the year. Exchange differences arising on translation are taken to the foreign currency translation reserve.

Upon disposal or partial disposal of a self-sustaining foreign operation, the balance of the foreign currency translation reserve relating to the operation, or to the part disposed of, is transferred to retained profits.

(d) **Acquisitions of assets**

The purchase method of accounting is used for all acquisitions of assets regardless of whether equity instruments or other assets are acquired. Cost is measured as the fair value of the assets given up, shares issued or liabilities undertaken at the date of acquisition plus incidental costs directly attributable to the acquisition. Where equity instruments are issued in an acquisition, the value of the instruments is their market price as at the acquisition date. Transaction costs arising on the issue of equity instruments are recognised directly in equity.

(e) **Revenue recognition**

(i) *Sales revenue*

Sales revenue comprises revenue earned (net of returns, discounts and allowances) from the provision of goods or services to entities outside the consolidated entity. Sales revenue is disclosed when the goods are provided, or when the fee in respect of services provided is receivable.

(ii) *Interest income*

Interest income is recognised as it accrues.

(iii) *Other revenue*

The revenue recognition policy for investments is described in accounting policy Note 1(i).

(f) **Receivables**

All trade debtors are recognised at the amount receivable as they are due for settlement no more than 30 to 45 days from date of delivery of goods.

The ability to collect trade debtors is reviewed on an ongoing basis. Any debt which is deemed unable to be collected is written off. A provision for doubtful debts is raised when some doubt as to collection exists.

(g) **Inventories**

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of stock on the basis of weighted average costs.



## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### (h) Recoverable amount of non-current assets

The recoverable amount of an asset is the net amount expected to be recovered through the cash inflows and outflows arising from its continued use and subsequent disposal.

Where the carrying amount of a non-current asset is greater than its recoverable amount, the asset is written down to its recoverable amount. Where net cash inflows are derived from a group of assets working together, recoverable amount is determined on the basis of the relevant group of assets. The decrement in the carrying amount is recognised as an expense in net profit or loss in the reporting period in which the recoverable amount write-down occurs.

The expected net cash flows included in determining recoverable amounts of non current assets are not discounted.

#### (i) Investments

##### (i) *Controlled entities*

Investments in controlled entities are carried in the Company's financial statements at cost or Directors' valuation having regard to recoverable amounts. Dividends and distributions are brought to account in the statements of financial performance when they are receivable.

Provisions for write down of the investment in controlled entities are made in the financial statements of the Company where the net assets of controlled entities fall below zero.

##### (ii) *Joint ventures*

In the consolidated financial statements, investments in joint ventures are accounted for using equity accounting principles. Investments in joint ventures are carried at the lower of the equity accounted amount and recoverable amount. The consolidated entity's share of a joint venture's net profit or loss after tax is recognised in the consolidated statements of financial performance after adjustments for: amortisation of goodwill arising from notional adjustments made as at the date of acquisition; dissimilar accounting policies; and the elimination of unrealised profits and losses on transactions between the joint venture and any entities in the consolidated entity or another joint venture of the consolidated entity. Other movements in reserves are recognised directly in consolidated reserves.

##### (iii) *Other companies*

Investments in other companies are carried at cost or Directors' valuation having regard to recoverable amounts. Dividends are brought to account as they are received.

#### (j) Depreciation and amortisation of fixed assets

##### (i) *Limestone reserves and mineral tenements*

Limestone reserves and mineral tenements are amortised based on annual extraction rates over the estimated life of the reserves, with the maximum period of amortisation capped at 50 years.

##### (ii) *Restoration and environmental rehabilitation*

A provision for reinstatement of operational quarries is made for the restoration of areas in which mineral reserves are extracted where there are known obligations under existing law. Where practical, restoration is performed progressively and charged to costs as a part of normal activity. The adequacy of the overall provision is reassessed each year based on current costs which are undiscounted.

##### (iii) *Major cyclical maintenance*

Plant is required to be overhauled on a regular basis. This is managed as part of an ongoing cyclical maintenance program. The costs of this maintenance are charged, as expenses, as incurred, except where they relate to the replacement of a component of an asset in which case they are capitalised and depreciated over the expected useful life.

##### (iv) *Other fixed assets*

Fixed assets, including buildings and leasehold property but excluding freehold land, are depreciated or amortised over their estimated useful lives. The straight line method is used.

The average depreciation rates used for each class of asset are as follows:

Buildings	2.5%
Plant and equipment	3.3%

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### (k) Leased assets

Leases of plant and equipment under which the Company or its controlled entities assume substantially all the risks and benefits of ownership are classified as finance leases. Other leases are classified as operating leases.

Finance leases are capitalised. A lease asset and a liability equal to the present value of the minimum lease payments are recorded at the inception of the lease. Capitalised leased assets are amortised on a straight line basis over the term of the relevant lease or, where it is likely the consolidated entity will obtain ownership of the asset, the life of the asset. Lease liabilities are reduced by repayments of principal. The interest component of the lease payments is charged to the statements of financial performance.

Operating lease costs are expensed as incurred.

#### (l) Non-current assets constructed by the consolidated entity

The cost of non-current assets constructed by the consolidated entity includes the cost of all materials used in construction, direct labour on the project, borrowing costs incurred during construction and an appropriate proportion of variable and fixed overhead.

#### (m) Intangible assets and expenditure carried forward

##### (i) Goodwill

Where an entity or operation is acquired, the identifiable net assets acquired are measured at fair value. The excess of the fair value of the cost of acquisition over the fair value of the identifiable net assets acquired, including any liability for restructuring costs, is brought to account as goodwill and amortised on a straight line basis over twenty years, being the period during which the benefits are expected to arise.

##### (ii) Convertible note issue costs

Convertible note issue costs are amortised over a period corresponding to the issue period of the notes.

##### (iii) Patents, trademarks and brand names

Significant costs associated with patents, trademarks and brand names having a benefit or relationship to more than one accounting period are deferred and where applicable amortised over the period of their expected life.

#### (n) Trade and other creditors

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 30-60 days of recognition.

#### (o) Interest bearing liabilities

Bank loans and other interest bearing loans are carried on the balance sheet at their principal amount. Interest expense is accrued at the contracted rate and included in 'Other creditors and accruals' (Note 16).

Convertible notes are recorded in the balance sheet at face value. Interest on the notes is recognised in the statements of financial performance as an expense.

#### (p) Derivative financial instruments

The consolidated entity is exposed to changes in interest rates and foreign exchange rates from its activities. The consolidated entity's policy is to utilise derivative financial instruments to reduce these risks and not to enter, hold or issue derivative financial instruments for trading purposes.

Derivative financial instruments that are designated and effective as hedges of underlying exposures are accounted for on the same basis as the underlying exposure.

Where a hedge transaction is terminated early and the anticipated transaction is still expected to occur, the deferred gains and losses that arose on the hedge prior to its termination continue to be deferred and are accounted for on the same basis as the underlying exposure. Where a hedge transaction is terminated early because the anticipated transaction is no longer expected to occur, deferred gains and losses that arose on the hedge prior to its termination are included in the statements of financial performance for the period.

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

**(q) Maintenance and repairs**

Plant of the consolidated entity is required to be overhauled on a regular basis. This is managed as part of an ongoing major cyclical maintenance program. The costs of this maintenance are charged, as expenses, as incurred, except where they relate to the replacement of a component of an asset, in which case the costs are capitalised and depreciated in accordance with note 1(j). Other routine operating maintenance, repair costs and minor renewals are also charged, as expenses, as incurred.

**(r) Goods and services tax**

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of expense.

**(s) Employee entitlements**

*(i) Wages and salaries, annual leave and sick leave*

The provisions for employee entitlements to wages, salaries, annual leave and sick leave represent the amount which the consolidated entity has a present obligation to pay resulting from employees' services provided up to the balance date. The provision has been calculated at nominal amounts based on current wage and salary rates and includes related on-costs.

*(ii) Long service leave*

The provision for employee entitlements to long service leave represents the present value of the estimated future cash outflows to be made by the employer resulting from employees' services provided up to the balance date.

**(t) Superannuation funds**

The consolidated entity contributes to the Adelaide Brighton Group Superannuation Plan and to other pension funds in addition to contributions to the funds made by employees. All Group contributions are charged against income.

**(u) Borrowing costs**

Borrowing costs are recognised as expenses in the period in which they are incurred, except where they are included in the costs of qualifying assets. No interest was capitalised in 2001 (2000: Nil).

The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the entity's outstanding borrowings during the year.

Borrowing costs include:

- interest on bank overdrafts and on the principle balance drawn on the ultimate parent company funding arrangements
- interest arising from swap arrangements
- interest on unsecured convertible notes

**(v) Debt defeasance**

Net gains or losses on defeasances of debt are brought to account in the statements of financial performance at the date of entering into the defeasance arrangement. The net gain or loss is calculated as the difference between the carrying amount of assets given up and the carrying amount of the debt, and after taking into account costs associated with the defeasance.

**(w) Cash**

For purposes of the statements of cash flows, cash includes deposits at call which are readily convertible to cash on hand and are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts.

**(x) Rounding of amounts**

The Company is of a kind referred to in Class Order 98/0100, issued by the Australian Securities & Investments Commission, relating to the "rounding off" of amounts in the financial report. Amounts in the financial report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, to the nearest dollar.

# Rugby Holdings Ltd and controlled entities

## Notes to the financial statements (continued)

For the year ended 31 December 2001

### 2 Revenue

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
<b>Revenue from operating activities</b>				
Sale of goods	353,109	342,828	-	-
Services	34,692	31,142	-	-
	<u>387,801</u>	<u>373,970</u>	<u>-</u>	<u>-</u>
<b>Revenue from outside the operating activities</b>				
Interest from parent entity	-	1,924	-	-
Interest from related parties	595	1,131	487	-
Interest from other parties	1,160	2,401	33	1,979
Rental income	170	3,490	-	-
Sale of non-current assets	4,782	1,153	-	-
Dividends – related parties	-	-	10,400	7,800
Other income	475	1,602	-	-
	<u>7,182</u>	<u>11,701</u>	<u>10,920</u>	<u>9,779</u>
<b>Revenue from ordinary activities (excluding shares of equity accounted net profits of joint ventures)</b>	<u>394,983</u>	<u>385,671</u>	<u>10,920</u>	<u>9,779</u>

# Rugby Holdings Ltd and controlled entities

## Notes to the financial statements (continued)

For the year ended 31 December 2001

### 3 Operating profit

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
<b>(a) Expenses</b>				
Cost of sales of goods (incl. depreciation)	314,835	(297,770)	-	-
Depreciation				
Buildings	1,102	2,071	-	-
Plant and equipment	44,656	27,018	-	-
	45,758	29,089	-	-
Amortisation				
Goodwill	6,686	9,544	-	-
Convertible note costs	195	195	-	-
Other intangibles	163	296	-	-
Total amortisation	7,044	10,035	-	-
Other charges against assets				
Research and development costs written off	1,155	1,540	-	-
Mineral royalties	736	972	-	-
Bad and doubtful debts – trade debtors	2,363	1,082	-	-
Net foreign exchange loss	-	6	-	-
Borrowing costs				
Interest expense				
Interest and finance charges paid to parent	-	1,700	-	1,700
Interest and finance charges paid to ultimate parent	10,844	-	-	-
Interest and finance charges paid to other parties	6,734	11,811	-	-
Interest paid to related parties	-	11,188	-	-
Borrowing costs expensed	17,578	24,699	-	1,700
Net profit/(loss) on disposal				
Property	940	439	-	-
Other provisions				
Employee entitlements	2,975	1,848	-	-
Workers' compensation	1,202	549	-	-
Total other provisions	4,177	2,397	-	-
Rental expense relating to operating leases	393	512	-	-

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
<b>(b) Individually significant items</b>				
Expenses				
Rationalisation cost	-	1,758	-	-
Insurance claim – damage to electrostatic precipitator	-	1,813	-	-

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued) For the year ended 31 December 2001

#### 4 Income tax

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
(a) The income tax expense for the financial year differs from the amount calculated on the profit. The differences are reconciled as follows:				
Profit from ordinary activities before income tax expense	30,695	27,692	10,871	7,648
Income tax calculated @ 30% (2000 - 34%) (i)	9,209	9,415	3,261	2,600
Tax effect of permanent differences:				
Non-deductible depreciation, amortisation and depletion	3,852	20	-	-
Non allowable expenses	53	120	-	-
Share of net profits of joint ventures	424	(1,215)	-	-
Rebateable dividends	331	287	(1,373)	(2,652)
Capital loss	-	2,072	-	-
Research and development allowance	(11)	(100)	-	-
Sundry items	(885)	(5,553)	-	130
Income tax adjusted for permanent differences	12,973	5,046	1,888	78
Benefit of tax losses of prior years recouped	(11,734)	(10,152)	-	-
Net adjustment to deferred income tax liabilities and assets to reflect the decrease in company tax rate to 34%/30%	-	2,522	-	-
Under (over) provision in previous year	649	2,662	-	-
<b>Aggregate income tax expense</b>	<b>1,888</b>	<b>78</b>	<b>1,888</b>	<b>78</b>

- (i) Adjustment to deferred income tax balances  
Prima facie tax expense calculated at 34% for 12 month period ended 31 December 2000.

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
(b) The Directors estimate that the potential future income tax benefit at 31 December 2001 in respect of tax losses not brought to account is:				
• Capital losses	47,889	47,889	-	-
• Tax losses carried forward	6,764	16,412	-	-

This benefit for tax losses will only be obtained if:

- (i) the consolidated entity derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the losses to be realised, or
- (ii) the losses are transferred to an eligible entity in the consolidated entity, and
- (iii) the consolidated entity continues to comply with the conditions for deductibility imposed by tax legislation, and
- (iv) no changes in tax legislation adversely affect the consolidated entity in realising the benefit from the deductions for the losses.

Future income tax benefits attributable to tax losses recognised are disclosed in Note 13.

## 5 Current assets – Cash assets

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Cash at bank and on hand	22,184	32,909	622	729

The above figures are reconciled to cash at the end of the financial year as shown in the statements of cash flows as follows:

Balances as above	22,184	32,909	622	729
Balances per statements of cash flows	22,184	32,909	622	729

## 6 Current assets – Receivables

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Trade debtors	57,968	57,898	-	-
Less: Provision for doubtful debts	(3,494)	(1,448)	-	-
	54,474	56,450	-	-
Amounts due by joint venture entity	298	-	-	-
Amounts due by controlled entities	-	-	-	3,900
Dividends	-	-	5,200	3,900
Other debtors	1,685	1,100	545	552
	56,457	57,550	5,745	8,352

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued) For the year ended 31 December 2001

#### 7 Current assets – Inventories

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Raw materials and stores – at cost	21,110	21,521	-	-
Work in progress – at cost	11,240	16,475	-	-
Finished goods – at cost	7,098	6,018	-	-
	<u>39,448</u>	<u>44,014</u>	<u>-</u>	<u>-</u>

#### 8 Current assets – Other

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Prepayments	790	1,302	-	-
Other	1,308	1,878	-	-
	<u>2,098</u>	<u>3,180</u>	<u>-</u>	<u>-</u>

#### 9 Non-current assets – Receivables

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Loans to controlled entities	-	-	25,737	12,305
Loans to joint venture entity	11,410	10,617	-	-
Other debtors	322	322	-	-
	<u>11,732</u>	<u>10,939</u>	<u>25,737</u>	<u>12,305</u>

#### 10 Non-current assets – Investments accounted for using the equity method

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Interest in joint venture entities (note 39(a))	27,588	26,932	-	-

##### *Interest in joint ventures*

Interest in joint ventures are accounted for in the consolidated entity's financial statements using the equity method of accounting and are carried at cost by the parent entity (see Note 39).



## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued) For the year ended 31 December 2001

#### 11 Non-current assets – Other financial assets

	Consolidated		The Company	
	2001 \$'000	2000 \$'000	2001 \$'000	2000 \$'000
<b>Other (non-traded) investments</b>				
Shares in controlled entities – at cost	-	-	280,307	280,307
Shares in controlled entities – at Directors' valuation (1999)	-	-	181	181
Listed at cost	2	2	-	-
Unlisted shares at cost	8	8	-	-
	<u>10</u>	<u>10</u>	<u>280,488</u>	<u>280,488</u>

Controlled entities are listed at note 37(a).

# Rugby Holdings Ltd and controlled entities

## Notes to the financial statements (continued)

For the year ended 31 December 2001

### 12 Non-current assets – Property, plant and equipment

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
<b>Land and buildings</b>				
Freehold land				
At cost	44,542	45,276	351	359
	44,542	45,276	351	359
<b>Buildings</b>				
At cost	48,473	55,050	341	347
Less: Accumulated depreciation	(21,112)	(26,573)	-	-
	27,361	28,477	341	347
<b>Limestone reserves and mineral tenements</b>				
At cost	51,635	51,635	-	-
Less: Accumulated depreciation	(2,540)	(1,858)	-	-
	49,095	49,777	-	-
<b>Leasehold property</b>				
At cost	63	112	-	-
Less: Accumulated amortisation	(62)	(111)	-	-
	1	1	-	-
<b>Total land and buildings</b>	<b>120,999</b>	<b>123,531</b>	<b>701</b>	<b>706</b>
<b>Plant and equipment</b>				
At cost	736,393	745,574	-	-
Less: Accumulated depreciation	(321,049)	(327,164)	-	-
	415,344	418,410	-	-
<b>Leased plant and equipment</b>				
At cost	-	4,612	-	-
Less: Accumulated depreciation	-	(4,612)	-	-
	-	-	-	-
<b>Major cyclical maintenance capitalised</b>				
At cost	39,238	20,194	-	-
Less: Accumulated amortisation	(23,625)	(13,120)	-	-
	15,613	7,074	-	-
<b>Plant and equipment in the course of construction</b>				
At cost	12,100	18,263	-	-
	12,100	18,263	-	-
<b>Total plant and equipment</b>	<b>443,057</b>	<b>443,747</b>	<b>-</b>	<b>-</b>
<b>Total property, plant and equipment</b>	<b>564,056</b>	<b>567,278</b>	<b>701</b>	<b>706</b>

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### Reconciliations

Reconciliations of the carrying amounts of each class of property, plant and equipment at the beginning and end of the current financial year are set out below.

	Freehold land	Build- ings	Leasehold Property	Plant & equip- ment	Cyclical Maint- enance	Lime- stone Res.	In course of cons- truction	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Consolidated</b>								
Carrying amount at 1 January 2001	45,276	28,477	1	418,410	7,074	49,777	18,263	567,278
Additions	2	157	-	29,047	23,160	-	(5,987)	46,379
Disposals	(736)	-	-	(3,106)	-	-	-	(3,842)
Reclassification	-	(170)	-	346	-	-	(176)	-
Depreciation/ amortisation expense (note 3(a))	-	(1,102)	-	(29,353)	(14,621)	(682)	-	(45,758)
Carrying amount at 31 December 2001	44,542	27,361	1	415,344	15,613	49,095	12,100	564,056

#### 13 Non-current assets – Deferred tax assets

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Future income tax benefit	37,013	29,612	-	-

#### 14 Non-current assets – Intangible assets

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Goodwill	162,930	156,551	-	-
Less: Accumulated amortisation	(21,770)	(15,035)	-	-
	141,160	141,516	-	-
Patents, trademarks and brand names				
At cost	983	1,435	-	-
Less: Accumulated amortisation	(983)	(1,435)	-	-
	-	-	-	-
Convertible note issue costs	1,951	1,951	-	-
Less: Accumulated amortisation	(1,951)	(1,756)	-	-
	-	195	-	-
Royalty agreement at cost	-	498	-	-
Less: Accumulated depreciation	-	(498)	-	-
	-	-	-	-
	141,160	141,711	-	-

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### 15 Non-current assets – Other

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Research and development	990	2,976	-	-
Less: Accumulated amortisation	(990)	(2,976)	-	-
	-	-	-	-

#### 16 Current liabilities – Payables

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Trade creditors	33,655	26,194	200	-
Other creditors and accruals	16,395	14,594	136	489
	50,050	40,788	336	489

#### 17 Current liabilities – Interest bearing liabilities

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
<b>Unsecured</b>				
Unsecured convertible notes of \$2.00	-	54,977	-	-
	-	54,977	-	-

#### Convertible notes

On 11 December 1991, Adelaide Brighton Ltd (ABL) issued subordinated convertible unsecured notes of \$2.00 face value. Interest was payable every six months at 11% per annum. The notes were convertible at the holder's option, into the same number of ordinary shares at any time between 15 June 1992 and 15 June 2001, and redeemable at face value at the ABL's option for cash at any time after 15 June 2001. Since 15 August 2000, ABL had been in the market to purchase its convertible unsecured notes and had acquired 6,288,797 notes up until close of business on 23 November 2001, (the record date for the convertible note redemption).

On 17 December 2001, ABL redeemed the remaining 22,800,532 convertible notes for a payment of \$45,601,064. This date was the first business day that followed the nominated redemption date of 15 December 2001.

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### 18 Current liabilities – Current tax liabilities

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Income tax	1,975	423	1,966	78

#### 19 Current liabilities – Provisions

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Dividends	4,274	3,201	-	-
Employee entitlements	12,486	13,928	-	-
Workers' compensation	1,880	2,403	-	-
Restructuring costs	19,913	27,987	-	-
Other	-	452	-	-
	38,553	47,971	-	-

#### 20 Non-current liabilities – Interest bearing liabilities

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
(a) Unsecured				
Ultimate parent entity	215,000	204,800	-	-
Total non-current interest bearing liabilities	215,000	204,800	-	-

#### (b) Financing arrangements

Unrestricted access was available at balance date to the following lines of credit:

##### (i) Credit standby arrangements

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Total facilities				
Bank overdrafts	4,000	6,000	-	-
Unsecured bill acceptance facility	25,000	25,000	-	-
Advance facility – ultimate parent entity	350,000	350,000	-	-
Other loans	102	102	-	-
	379,102	381,102	-	-
Used at balance date				
Advance facility – ultimate parent entity	215,000	204,800	-	-
Other loans	102	102	-	-
	215,102	204,902	-	-
Unused at balance date				
Bank overdrafts	4,000	6,000	-	-
Bill acceptance facility	25,000	25,000	-	-
Advance facility – ultimate parent entity	135,000	145,200	-	-
	164,000	176,200	-	-

##### (ii) Financing arrangements

In June 2000, ABL entered into a five year arrangement with its ultimate parent company RMC Group p.l.c. for the provision of credit facilities to \$350 million. ABL is required to pay interest at the end of each quarter on the average balance of any draw downs on that facility. For the year ended 31 December 2001, the weighted average interest rate applicable was 5.9% (Note 29(d)).

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### (iii) Bank loans – multi-option facilities

Following the arrangement between ABL and its ultimate parent, RMC Group p.l.c., ABL arranged new facilities with its two primary banking institutions.

The consolidated entity now has access to net bank overdraft facilities of \$4 million.

Interest on bank overdrafts is charged at variable rates. The weighted average effective interest rate chargeable on the overdrafts for the year ended 31 December 2001 is 7.95% (2000: 9.89%).

The consolidated entity has available market rate advance facilities of \$25 million. At 31 December 2001, the total of the market rate advance facility drawn down was \$Nil (2000: Nil). There is also a range of multi option facilities available to the consolidated entity through the new banking arrangements.

The market rate advance facilities available to the consolidated entity are chargeable at BBSY bid rate plus a margin. The consolidated entity made minimal use of the market rate advance facility in 2001.

All facilities between the consolidated entity and its bankers are reviewed annually.

#### 21 Non-current liabilities – Deferred tax liabilities

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Provision for deferred income tax	60,409	51,189	-	-

#### 22 Non-current liabilities – Provisions

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Employee entitlements	2,502	2,460	-	-
Reinstatement of operational quarries	16,021	17,750	-	-
	18,523	20,210	-	-

#### 23 Non-current liabilities – other

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Other loans	102	102	-	-

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### 24 Contributed equity

	Consolidated		The Company	
	Dec 2001 '000	Dec 2000 '000	Dec 2001 '000	Dec 2000 '000
(a) Share capital				
Issued and paid up capital				
18,279,331 (2000: 18,279,331) ordinary shares, fully paid	229,085	229,085	229,085	229,085
(b) Movements in ordinary share capital				
Balance at the beginning of the reporting period	229,085	229,085	229,085	229,085
	229,085	229,085	229,085	229,085

#### 25 Reserves and retained profits

	Consolidated		The Company	
	2001 \$'000	2000 \$'000	2001 \$'000	2000 \$'000
(a) Reserves				
Capital profits	19	19	-	-
Foreign currency translation reserve	1	(21)	-	-
	20	(2)	-	-
Movements:				
Foreign currency translation reserve				
Balance 1 January 2001	(21)	(148)	-	-
Net exchange differences on translation of financial statements of foreign controlled entities	22	127	-	-
Balance as at 31 December 2001	1	(21)	-	-
(b) Retained profits				
Accumulated profits at the beginning of the financial year	48,736	40,590	72,928	71,720
Net profit attributable to members of Rugby Holdings Ltd	16,073	14,508	8,983	7,570
Dividends provided for or paid	-	(6,362)	-	(6,362)
Accumulated profits at the end of the financial year	64,809	48,736	81,911	72,928

#### (c) Nature and purpose of reserves

##### (i) Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entities viz Adelaide Brighton Cement Inc., Adelaide Brighton Cement (Netherlands) BV, Fuel and Combustion Technology Inc., and Fuel and Combustion Technology International Ltd are taken to the foreign currency translation reserve, as described in accounting policy note 1(c)(iv).

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### 26 Outside equity interests in controlled entities

	Consolidated	
	2001	2000
	\$'000	\$'000
Interest in:		
Share capital (refer Note 37 (b))	213,012	209,855
Reserves	31,228	31,420
Retained profits	(21,020)	(25,419)
Balance as at 31 December 2001	<u>223,220</u>	<u>215,856</u>

#### 27 Equity

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Total equity at the beginning of the financial year	493,675	478,697	302,013	300,805
Total changes in equity recognised in the statements of financial performance	16,095	14,635	8,983	7,570
Transactions with owners as owners:				
Capital repayment of 3.5c per share	-	-	-	-
Convertible note converted to ordinary shares	-	-	-	-
Share issue under Executive Performance Share Plan	-	-	-	-
Dividends provided for or paid	-	(6,362)	-	(6,362)
Total changes in outside equity interest	7,364	6,705	-	-
Total equity at the end of the financial year	<u>517,134</u>	<u>493,675</u>	<u>310,996</u>	<u>302,013</u>

#### 28 Dividends

No dividends have been provided for or paid by the Company.

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Franking credits available for subsequent financial years based on a tax rate of 30% (2000 - 34%)	31,548	26,753	32,105	27,529

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:

- (a) franking credits that may arise from the payment of any current tax liability
- (b) franking debits that may arise from the payment of dividends recognised as a liability at the reporting date
- (c) franking credits that may arise from the receipt of dividends recognised as receivables at the reporting date, and
- (d) franking credits that may be prevented from being distributed in subsequent financial years.



## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

## 29 Financial Instruments

### Off-balance sheet derivative instruments

Rugby Holdings Ltd and certain of its controlled entities are parties to derivative financial instruments in the normal course of business in order to hedge exposure to fluctuations in interest and foreign exchange rates and to trade.

#### (a) Interest rate risk management

The consolidated entity may enter into interest rate swaps, forward rate agreements and futures interest rate options to manage funding costs. During the current period interest rate swaps were used as the primary tool.

#### *Interest rate swaps and forward rate agreements*

Interest rate swaps allow the consolidated entity to raise long term borrowings at floating rates and swap them into fixed rates. Maturity of swap contracts is principally between 2 and 5 years.

Each contract involves quarterly payment or receipt of the net amount of interest. At 31 December 2001, the fixed rates varied from 5.45% to 6.52% (2000: 5.62% to 7.02%) and the floating rates were at bank bill rates. The weighted average effective interest rate for the year ended 31 December 2001, including hedging costs, but excluding unsecured convertible note interest was 6.43% (2000: 6.82%).

No forward rate agreements were outstanding at year end (2000: Nil).

#### *Interest rate options*

From time to time, the consolidated entity enters into interest rate options to reduce the impact of changes in interest rates on floating rate long-term debt. The option contracts have repricing terms up to five years.

No interest rate options were contracted at 31 December 2001 (2000: Nil).

#### (b) Foreign exchange risk

The consolidated entity enters into forward exchange contracts and futures options to hedge certain firm purchase and sale commitments denominated in foreign currencies (principally US dollars). The term of these derivatives and commitments is rarely more than 1 year.

The Group's policy is to enter into forward foreign exchange contracts to hedge foreign currency purchases and sales in excess of \$50,000.

The following table sets out the gross value to be received under foreign currency contracts, the weighted average contracted exchange rates and the settlement periods of outstanding contracts for the consolidated entity.

At balance date, the details of outstanding contracts are:

		Consolidated			
		Buy Australian dollars		Average exchange rate	
		2001 \$'000	2000 \$'000	2001	2000
<b>Sell US dollars</b>					
Maturity					
0 - 12 months		-	1,141	-	0.64
		Consolidated			
		Sell Australian dollars		Average exchange rate	
		2001 \$'000	2000 \$'000	2001	2000
<b>Buy US dollars</b>					
Maturity					
0 - 12 months		214	-	0.51	-

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### (b) Foreign Exchange Risk (continued)

##### Buy German deutschmarks

Maturity

0 - 12 months

Consolidated			
Sell Australian dollars		Average exchange rate	
2001	2000	2001	2000
\$'000	\$'000		
-	723	-	1.20

##### Buy euros

Maturity

0 - 12 months

Consolidated			
Sell Australian dollars		Average exchange rate	
2001	2000	2001	2000
\$'000	\$'000		
454	-	0.56	-

As these contracts are hedging anticipated future purchases, any unrealised gains and losses on the contracts, together with the cost of the contracts, are deferred and will be recognised in the measurement of the underlying transaction provided the underlying transaction is still expected to occur as originally designated. Included in the amounts deferred are any gains and losses on hedging contracts terminated prior to maturity where the related hedged transaction is still expected to occur as designated.

The following gains, losses and costs have been deferred at 31 December 2001:

	Consolidated	
	2001	2000
	\$'000	\$'000
Unrealised gains	-	25
Total gains	-	25
Unrealised losses	(9)	(166)
Total losses and costs	(9)	(166)
Net losses and costs	(9)	(141)

#### (c) Credit risk exposures

Credit risk represents the accounting loss that would be recognised if counterparties failed to perform as contracted.

##### On-balance sheet financial instruments

The credit risk on financial assets recognised on the balance sheet of the consolidated entity, excluding investments, is the carrying amount, net of any provision for doubtful debts.

The consolidated entity minimises concentrations of credit risk by undertaking transactions with a large number of customers.

The consolidated entity is not materially exposed to any individual overseas country or individual customer. Concentrations of credit risk on trade debtors due from customers are: Manufacturing, Building & Construction - 75% (2000: 80%), Retail - 6% (2000: 6%) and Mining - 19% (2000: 13%).

# Rugby Holdings Ltd and controlled entities

## Notes to the financial statements (continued)

For the year ended 31 December 2001

### (d) Interest rate risk exposures

The consolidated entity's exposure to interest rate risk and the effective weighted average interest rate by maturity periods is set out in the following table. For interest rates applicable to each class of asset or liability refer to individual notes to financial statements. Exposures arise predominantly from assets and liabilities bearing variable interest rates as the consolidated entity intends to hold fixed rate assets and liabilities to maturity.

2001	Weighted Average interest rate	Floating interest rate \$'000	Fixed interest maturing in:				Non- interest bearing \$'000	Total \$'000
			1 year or less \$'000	Over 1 to 5 years \$'000	More than 5 years \$'000			
<b>Financial assets</b>								
Cash and deposits – Note 5	5.01%	19,238	2,907	-	-	39	22,184	
Receivables – Note 6 & 9	5.60%	11,410	-	-	-	56,779	68,189	
Shares in joint venture entities	-	-	-	-	-	27,588	27,588	
Other debtors	-	-	-	-	-	2,098	2,098	
Other financial investments – Note 11	-	-	-	-	-	10	10	
		30,648	2,907	-	-	86,514	120,069	
<b>Financial liabilities</b>								
Borrowings – Note 20	5.88%	215,000	-	-	-	102	215,102	
Trade and other creditors – Note 16	-	-	-	-	-	50,050	50,050	
Employee entitlements – Note 19 & 22	-	-	-	-	-	14,988	14,988	
Dividends – Note 19	-	-	-	-	-	4,274	4,274	
Interest rate swaps*	5.80%	(155,000)	-	155,000	-	-	-	
		60,000	-	155,000	-	69,414	284,414	
Net financial assets (liabilities)		(29,352)	2,907	(155,000)	-	17,100	(164,345)	

\* Notional principal amounts.

2000	Weighted Average Interest rate	Floating interest rate \$'000	Fixed interest maturing in:				Non- interest bearing \$'000	Total \$'000
			1 year or less \$'000	Over 1 to 5 years \$'000	More than 5 years \$'000			
<b>Financial assets</b>								
Cash and deposits	5.83%	32,909	-	-	-	-	32,909	
Receivables	6.50%	10,617	-	-	-	57,873	68,490	
Shares in joint venture entities	-	-	-	-	-	26,932	26,932	
Other financial investments – Note 11	-	-	-	-	-	10	10	
		43,526	-	-	-	84,815	128,341	
<b>Financial liabilities</b>								
Borrowings – Note 20	7.43%	204,800	-	-	-	102	204,902	
Trade and other creditors – Note 16	-	-	-	-	-	40,788	40,788	
Convertible Notes – Note 17	11.00%	-	54,977	-	-	-	54,977	
Employee entitlements – Notes 19 & 22	-	-	-	-	-	16,388	16,388	
Dividends – Note 19	-	-	-	-	-	3,201	3,201	
Interest rate swaps*	6.09%	(135,000)	55,000	80,000	-	-	-	
		69,800	109,977	80,000	-	60,479	320,256	
Net financial assets (liabilities)		(26,274)	(109,977)	(80,000)	-	24,336	(191,915)	

\* Notional principal amounts.

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### (e) Net fair values of financial assets and liabilities

##### *Valuation Approach*

Net fair values of financial assets and liabilities are determined by the consolidated entity on the following basis:

##### *(i) On-balance sheet financial instruments*

Convertible notes are traded in an organised financial market. The net fair value of convertible notes is determined by valuing them at the current quoted market offer price, adjusted for transaction costs necessary to settle the liability.

Monetary financial assets and financial liabilities not readily traded in an organised financial market are determined by valuing them at the present value of contractual future cash flows on amounts due from customers (reduced for expected credit losses) or due to suppliers. Cash flows are discounted using the standard valuation techniques at the applicable market yield having regard to the timing of the cash flows. The carrying amounts of bank term deposits, accounts receivable, accounts payable, employee entitlements, bank loans and dividends payable approximate net fair value.

The net fair value of investments in unlisted shares in other corporations is determined by reference to underlying net assets of the respective corporations.

##### *(ii) Off-balance sheet financial instruments*

The valuation of off-balance sheet financial instruments detailed in this note reflects the estimated amounts which the consolidated entity expects to pay or receive to terminate the contracts (net of transaction costs) or replace the contracts at their current market rates as at the reporting date. This is based on independent market quotations and determined using standard valuation techniques.

# Rugby Holdings Ltd and controlled entities

## Notes to the financial statements (continued) For the year ended 31 December 2001

The carrying amounts and net fair values of financial assets and liabilities of the consolidated entity at balance date are:

	Consolidated			
	2001		2000	
	Carrying amount \$'000	Net fair value \$'000	Carrying amount \$'000	Net fair value \$'000
<b>On-balance sheet financial instruments</b>				
<b>Financial assets</b>				
Cash	22,184	22,184	32,909	32,909
Receivables	68,189	68,189	68,490	68,490
Shares in joint venture entities (equity accounted)	27,588	27,588	26,931	26,931
Shares in other corporations	10	10	10	10
Other	2,098	2,098	-	-
<b>Non-traded financial assets</b>	<b>120,069</b>	<b>120,069</b>	<b>128,340</b>	<b>128,340</b>
<b>Financial liabilities</b>				
Accounts payable	50,050	50,050	40,788	40,788
Employee entitlements	14,988	14,988	16,388	16,388
Dividend	4,274	4,274	3,201	3,201
Borrowings	215,102	215,102	204,902	204,902
<b>Non-traded financial liabilities</b>	<b>284,414</b>	<b>284,414</b>	<b>265,279</b>	<b>265,279</b>
Unsecured convertible notes	-	-	54,977	56,378
	<b>284,414</b>	<b>284,414</b>	<b>320,256</b>	<b>321,657</b>
<b>Off-balance sheet financial instruments</b>				
<b>Financial assets</b>				
Forward exchange contracts	-	(9)	-	(643)
Interest rate swaps	-	(2,045)	-	(141)
	-	<b>(2,054)</b>	-	<b>(784)</b>
<b>Financial liabilities</b>				
Capital expenditure commitments				
Not later than one year	1,994	1,994	2,265	2,265
Operating lease rental commitments				
Not later than one year	435	435	678	678
Later than one year but not later than five years	1,343	1,343	1,817	1,817
Later than five years	763	763	588	588
Bank guarantees	3,754	3,754	5,135	5,135
	<b>8,289</b>	<b>8,289</b>	<b>10,483</b>	<b>10,483</b>

Net fair value is exclusive of costs which would be incurred on realisation of an asset, and inclusive of costs which would be incurred on settlement of a liability.

# Rugby Holdings Ltd and controlled entities

Notes to the financial statements (continued)  
Notes to the financial statements (continued)  
For the year ended 31 December 2001

## 30 Remuneration of Directors

### Directors' income

The number of Directors of the Company, including executive Directors, whose income from the Company or any related party falls within the following bands is minimised as counterparties are recognised financial or intermediaries with acceptable credit ratings determined by a recognised rating agency.

Swap and foreign exchange contracts are subject to credit risk in relation to the relevant counterparties which are principally large banks. The maximum credit risk exposure on foreign currency contracts is the full amount of the foreign currency the consolidated entity pays when settlement occurs, should the counterparty fail to pay the amount which it is committed to pay the consolidated entity. The full amount of the exposure is disclosed at Note 29(b) above.

350,000 - 359,999

The Company  
2001 2000  
1 1  
1\*

The credit risk on swap contracts is limited to the next amount to be received from counterparties on contracts that are favourable to the consolidated entity. No amounts are due to the consolidated entity at 31 December 2001 (2000: Nil) as the consolidated entity is in a net payable position. The accrued liability to counterparties has been included in accounts payable at balance date.

The remuneration bands for executive Directors are not consistent with the emoluments disclosed in the Directors' report as the basis of calculation differs due to the differing requirements of the Corporations Act 2001 and the Accounting Standards.

	Consolidated	The Company
	2001 \$	2000 \$
2001	2,118,855	636,740
2000	1,226,173	445,709
Directors' fees included above	313,714	286,361

Directors' income does not include amounts paid by the Company during the reporting period to indemnify Directors, nor does it include an allocation of insurance premiums paid by the Company or related parties in respect of Directors' and officers' liabilities and legal expenses insurance contracts.

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### 31 Remuneration of executives

Executive officers are those officers involved in the strategic direction, general management or control of business at a Company or operating division level.

The number of executive officers of the Company and of controlled entities, whose remuneration from the Company or related parties, and from entities in the consolidated entity, falls within the following bands:

		Executive officers of the Consolidated Entity		Executive officers of the Company	
		2001	2000	2001	2000
\$					
100,000	– 109,999	2	1	-	-
110,000	– 119,999	3	2	-	-
120,000	– 129,999	1	1	-	-
130,000	– 139,999	2*	1	-	-
140,000	– 149,999	5	4	-	-
150,000	– 159,999	2	2	-	-
160,000	– 169,999	2	1	-	-
170,000	– 179,999	2	2	-	-
180,000	– 189,999	2*	3	-	-
190,000	– 199,999	1	-	-	-
200,000	– 209,999	1	1*	-	-
210,000	– 219,999	-	1*	-	-
220,000	– 229,999	1	-	-	-
230,000	– 239,999	1	-	-	-
250,000	– 259,999	-	4*	-	-
270,000	– 279,999	-	1	-	-
280,000	– 289,999	1	-	-	-
350,000	– 359,999	1*	-	-	-
370,000	– 379,999	-	1	-	-
460,000	– 469,999	-	1*	-	-
520,000	– 529,999	1*	-	-	-
990,000	– 999,000	1*	-	-	-

\* Remuneration includes lump sum redundancy payments

Remuneration received, or due and receivable, from entities in the consolidated entity and related parties by Australian based executives (including executive Directors) whose remuneration was at least \$100,000:

	Executive officers of the Consolidated Entity		Executive officers of the Company	
	2001 \$	2000 \$	2001 \$	2000 \$
Executive officers of the Company	1,521,940	845,612	-	-
Executive officers of other entities in the consolidated entity	4,513,921	4,469,634	-	-
	6,035,861	5,315,246	-	-

Executives' remuneration does not include amounts paid by the consolidated entity during the reporting period to indemnify executive officers, nor does it include an allocation of insurance premiums paid by the consolidated entity or related parties in respect of executive officers' liabilities and legal expenses.

Insurance cover for executive officers liability is extended to the consolidated entity under a global policy effected by RMC Group p.l.c. under its insurance portfolio.

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### 32 Remuneration of auditors

	Consolidated		The Company	
	2001	2000	2001	2000
	\$	\$	\$	\$
Remuneration for audit or review of the financial reports of the parent entity or any entity in the consolidated entity:				
Auditor of the parent entity – PricewaterhouseCoopers Australian firm	318,750	381,884	14,250	47,000
Other auditors of controlled entities				
Related practices of the auditor of the parent entity – overseas PricewaterhouseCoopers firms	5,310	-	-	-
	<u>324,060</u>	<u>381,884</u>	<u>14,250</u>	<u>47,000</u>

#### 33 Contingent liabilities and environmental issues

Details and estimates of maximum amounts of contingent liabilities are as follows:

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
(a) <b>Guarantees</b>				
Bank guarantees	<u>3,754</u>	<u>5,135</u>	<u>-</u>	<u>-</u>

##### (b) Litigation

Lime Industry Nominees Pty Ltd has made an application to the Supreme Court of Western Australia to re-register Swan Portland Cement Ltd. Swan Portland Cement Ltd, prior to its liquidation, was a subsidiary of Adelaide Brighton Cement Ltd and Adelaide Brighton Ltd only acquired full control on 30 June 1999. Lime Industry Nominees Pty Ltd are seeking to re-register the company in order to pursue an action against the company for alleged breaches of undertakings made in respect of limestone quarries in Western Australia. Adelaide Brighton Ltd is currently attempting to negotiate a settlement of this matter. Any cost to the consolidated entity is not expected to be material.

##### (c) Environmental Issues

Shellsand dredged from the sea at Owen Anchorage near Munster, south of Perth, is the major raw material in the production of lime by Cockburn Cement Ltd. Although the State Agreement Act allows Cockburn Cement Ltd to dredge shellsand from this area until 2021, previous approvals only authorised dredging until 2002. Concerns have been raised about the environmental effect of dredging and the associated removal of sea grass.

Subsequent to year end, a long term dredging proposal was approved to allow Cockburn Cement to continue dredging beyond the expiration of the current State Agreement Act in 2021.

No material losses are anticipated in respect of any of the above contingent liabilities and environmental issues.



## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### 34 Commitments for expenditure

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
<b>Capital commitments</b>				
Commitments for the acquisition of plant and equipment contracted for at the reporting date but not recognised as liabilities, payable:				
Within one year	1,994	2,265	-	-
<b>Operating leases</b>				
Commitments in relation to operating leases contracted for at the reporting date, but not recognised as liabilities, payables:				
Within one year	435	678	-	-
Later than one year but not later than 5 years	1,343	1,817	-	-
Later than 5 years	763	588	-	-
	<b>2,541</b>	<b>3,083</b>	-	-

Commitments for operating lease payments relate mainly to rental leases on property.

#### 35 Employee entitlements

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
<b>Employee entitlement liabilities</b>				
Provision for employee entitlements				
Current (Note 19)	12,486	13,923	-	-
Non-current (Note 22)	2,502	2,460	-	-
Aggregate employee entitlement liability	<b>14,988</b>	<b>16,388</b>	-	-
<b>Employee numbers</b>				
Average number of employees during the financial year (period)	<b>723</b>	<b>837</b>	-	-

As explained in note 1(s)(ii), the liability for long service leave is measured at its present value. The following assumptions were adopted in measuring present values:

	Consolidated		The Company	
	2001	2000	2001	2000
Long service leave				
Weighted average rates of increase in annual employee entitlements to settlement of the liabilities	1.0%	3.0%	-	-
Weighted average discount rates	5.9%	6.1%	-	-
Weighted average terms to settlement of the liabilities (years)	10	10	-	-

#### Employee Share Plan

The establishment of the Adelaide Brighton Ltd Employee Share Plan was approved by special resolution at the annual general meeting of the Company held on 19 November 1997. All full time employees (including executive Directors) of the Company and its controlled entities who have been continuously employed by the Company or a controlled entity for a period of one year are eligible to participate in the plan. Casual employees and contractors are not eligible to participate in the plan.

The number of shares issued during this year was NIL (2000 : 246,717).

In subsequent years, the Board will decide whether, considering the profitability of the Company and the demands of the business, further invitations to take up grants of shares should be made.

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### Employee entitlements (continued)

##### Superannuation

In order to maximise the consolidated entity's superannuation position and provide improved benefits and services for all employees it was decided to consolidate the existing funds in the consolidated entity, being the Adelaide Brighton Group Superannuation Fund, the Cockburn Cement Ltd Executive Superannuation Fund and the Cockburn Cement Ltd Monthly Staff Superannuation Fund. The Fund Manager chosen to enable this consolidation was selected after an extensive tendering process undertaken in September 2000 by the Trustees of the Adelaide Brighton Group Superannuation Fund and the Cockburn Cement Ltd Monthly Staff Superannuation Fund with the assistance of consultants, Arthur Andersen.

The Mercer Retirement Trust (MRT) was unanimously selected as the preferred fund for the management of the consolidated entity's combined superannuation funds.

Significant savings in the form of administration and investment costs will be achieved as a result of the completion of merging all the funds into a single fund under the MRT.

Once the MRT had been selected, the process then commenced with the closing of the then existing funds and incorporating them into the new Adelaide Brighton Group Superannuation Plan. On 30 June 2001, the Cockburn Cement Ltd Executive Superannuation Fund was closed and the surplus funds transferred into the Adelaide Brighton Group Superannuation Plan.

On 31 July 2001, the Cockburn Cement Ltd Monthly Staff Superannuation Fund and the Adelaide Brighton Group Superannuation Fund were closed and the surpluses and accrued benefits of those funds were transferred into the Adelaide Brighton Group Superannuation Plan.

At the time of the closure/transfer of the Cockburn Cement Ltd Executive Superannuation Fund and the Cockburn Cement Ltd Monthly Staff Superannuation Fund, the latest financial statements available were as at 30 June 2000 for the Cockburn Cement Ltd Executive Superannuation Fund only.

At the time of the transfer of the Adelaide Brighton Group Superannuation Fund, the latest financial statements for the Adelaide Brighton Group Superannuation Fund were as at 30 June 2001, with accrued benefits actuarially assessed as at June 2000.

	Adelaide Brighton Group Superannuation Fund	Cockburn Cement Ltd Executive Superannuation Fund
	30 June 2001 \$'000	30 June 2000 \$'000
Fund assets at net market value	44,949	599
Accrued benefits (30/6/2000)	37,761	516
Excess of fund assets over accrued benefits	7,188	83
Vested benefits	39,071	302
Employer contributions to the fund	3,660	29
Employer contributions payable to the fund	307	-

The MRT administers around 200 corporate funds in Australia in their master trust environment. The MRT was selected because it provided employees with equivalent rights to those contained in the then existing funds and fully replicated the then defined benefit categories of existing funds. The provision of equivalent rights in the MRT enabled all members to be transferred under the successor fund provisions contained within the superannuation legislation.

In addition to maintaining the existing fund structures and providing equivalent rights, the MRT also provided a new category of membership, known as the Accumulation Section, into which existing members could elect to transfer based on their individual circumstances, and which all new employees as of 1 August 2001 would become members.

An actuarial assessment of the Adelaide Brighton Group Superannuation Plan will be undertaken in 2002.

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued) For the year ended 31 December 2001

#### 36 Related parties

##### (a) Directors

The names of each person holding the position of Director of the Company during the year are Messrs P C Crowley, A O Dobbs and M Brydon.

At reporting date, no Director held shares in the Company.

From time to time Directors of the Company or its controlled entities, or their Director-related entities, may purchase goods from the consolidated entity. These purchases are on the same terms and conditions as those entered into by other consolidated entity employees. These transactions are conducted on standard commercial terms.

##### (b) Other related parties

- (i) The aggregate amounts included in the determination of operating profit before income tax that resulted from transactions with each related party.

	Consolidated		The Company	
	2001 \$'000	2000 \$'000	2001 \$'000	2000 \$'000
Share of profits				
- Joint venture entities	5,242	10,660	-	-
Interest income				
- Joint venture entity	595	837	-	-
- Controlled entity	-	-	487	-
Interest expense				
- Ultimate parent entity	10,844	14,345	-	-
Dividend revenue				
- Controlled entity	-	-	10,400	7,800

- (ii) Aggregate amounts brought to account in relation to other transactions with other related parties were:

- Adelaide Brighton Cement Ltd supplied finished products and raw materials to Sunstate Cement Ltd and Independent Cement and Lime Pty Ltd; and
- Pavement Technology purchased raw materials from Independent Cement and Lime Pty Ltd.

All transactions are on normal commercial terms and conditions and transactions for the supply of raw materials and finished products are covered by shareholder agreements.

The value of transactions for the year was:

	Consolidated		The Company	
	2001 \$'000	2000 \$'000	2001 \$'000	2000 \$'000
Sales	37,048	39,310	-	-
Purchases	2,668	3,213	-	-

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

- (iii) Other amounts brought to account in relation to other transactions by the Company and the consolidated entity and the Company with other related parties were:

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Dividends received from:				
- Controlled entity	-	-	9,100	3,900
Loans advanced to:				
- Joint venture	793	5,116	-	-
- Controlled entity	-	-	13,432	-
Loans advanced from:				
- Ultimate parent entity	60,000	105,000	-	-
Loan repayments to:				
- Ultimate parent entity	49,800	-	-	-

Loans from and repayments to the ultimate parent entity are in line with terms of the advance facility referred to in Note 20(b)(ii).

Tax losses are transferred between companies within the consolidated entity at cost, in accordance with Division 170 of the Income Tax Assessment Act 1997.

- (iv) Balances with other related parties

The aggregate amounts receivable from and payable to associated companies and joint ventures by the Company and the consolidated entity are:

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
<b>Current receivables</b>				
- Joint venture entity (interest)	298	279	-	-
- Joint venture entity (trade)	8,171	4,241	-	-
- Controlled entity	-	-	5,200	7,800
<b>Non-current receivables</b>				
- Joint venture entity (loan)	11,410	10,617	-	-
- Controlled entity	-	-	25,737	12,305
<b>Current payables</b>				
- Joint venture entity (trade)	727	413	-	-
<b>Non-current interest bearing liabilities</b>				
- Ultimate parent entity	215,000	204,800	-	-

These amounts include trade debtors, trade creditors, loans and other distributions.

Loans to joint venture entity: A loan to Independent Cement and Lime Pty Ltd has interest charged at the ruling commercial rates on the outstanding balance. Interest revenue brought to account by the consolidated entity during the reporting year on this loan was \$595,000 (2000: \$837,000).

A limited recourse loan of \$12,305,000 was owing to the Company at 31 December 2001 (2000: \$12,305,000) by Cockburn Cement Ltd. This is in respect of real property belonging to Rugby Holdings Limited on loan to Cockburn Cement Ltd. The loan is non-interest bearing.

## **Rugby Holdings Ltd and controlled entities**

### **Notes to the financial statements (continued)**

For the year ended 31 December 2001

#### **(c) Controlling entity**

The direct parent of the Company is The Rugby Group PLC, a company registered in the United Kingdom.

#### **(d) Ultimate parent entity**

The ultimate parent entity, RMC Group p.l.c. is the primary source of funding to Adelaide Brighton Ltd via a \$350 million advance facility set up in June 2000 for a period of five years. On 15 December 2001, Adelaide Brighton Ltd drew down \$40 million from the advance facility in order to redeem the 22,800,532 unsecured convertible notes outstanding at that date.

At 31 December 2001, the consolidated entity had drawn down \$215,000,000 of the total advance facility.

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

### 37 Investments in controlled entities

#### (a) Particulars in relation to controlled entities

Name of entity	Country of incorporation	Class of shares	Equity holding	
			2001 %	2000 %
<b>Rugby Holdings Ltd</b>				
Adelaide Brighton Ltd	South Aust	Ord	55	55
Parmelia Hotel Pty Ltd	West Aust <sup>1</sup>	Ord	100	100
Mill Holdings Pty Ltd	West Aust <sup>1</sup>	Ord	100	100
Stockton Timber Products Pty Ltd	West Aust <sup>1</sup>	Ord	100	100
Fifth Lettuce Pty Ltd	West Aust <sup>1</sup>	Ord	100	100
<b>Adelaide Brighton Ltd</b>				
Adelaide Brighton Cement Ltd	South Aust <sup>5</sup>	Ord	100	100
Adelaide Brighton Cement Inc	Washington State USA <sup>2</sup>	Ord	80	80
Adelaide Brighton Cement Investments Pty Ltd	South Aust <sup>1,5</sup>	Ord	100	100
Adelaide Brighton Cement Research (No 1) Pty Ltd	South Aust <sup>1,4</sup>	Ord	100	100
Adelaide Brighton Management Ltd	South Aust <sup>5</sup>	Ord	100	100
Abcem Pty Ltd	South Aust <sup>1,4</sup>	Ord	100	100
Adelaide Brighton Cement International Pty Ltd	South Aust <sup>1</sup>	Ord	100	100
Adelaide Brighton Intellectual Property Pty Ltd (formerly FCT Intellectual Property Pty Ltd)	South Aust <sup>1</sup>	Ord	100	100
Northern Cement Ltd	Northern Territory <sup>5</sup>	Ord	100	100
Cockburn Cement Ltd	Western Aust <sup>5</sup>	Ord	100	100
<b>Adelaide Brighton Cement Ltd</b>				
Acco Transport Pty Ltd	South Aust <sup>1,4</sup>	Ord	100	100
SRC Investment Pty Ltd	Western Aust <sup>1,4</sup>	Ord	100	100
Ready Lime Putty Pty Ltd	Western Aust <sup>1,4</sup>	Ord	100	100
Exmouth Limestone Pty Ltd	Western Aust <sup>1</sup>	Ord	51	51
<b>Adelaide Brighton Cement Inc</b>				
Adelaide Brighton Cement (Florida) Inc	Florida USA <sup>2</sup>	Ord	100	100
Adelaide Brighton Cement (Hawaii) Inc	Hawaii USA <sup>2</sup>	Ord	100	100
Hileah (Florida) Management Inc	Florida USA <sup>2</sup>	Ord	100	100
<b>Adelaide Brighton Management Ltd</b>				
Pavement Technology Ltd	South Aust <sup>5</sup>	Ord	100	100
Advanced Cement Technologies Pty Ltd	South Aust <sup>1,4</sup>	Ord	100	100
Adelaide Brighton Cement (Netherlands) BV	Netherlands <sup>2</sup>	Ord	100	100
<b>Pavement Technology Ltd</b>				
Accendo Pty Ltd	South Aust <sup>1</sup>	Ord	50	50
<b>Advanced Cement Technologies Pty Ltd</b>				
Accendo Pty Ltd	South Aust <sup>1</sup>	Ord	50	50
<b>Adelaide Brighton Cement Investments Pty Ltd</b>				
Adjuto Pty Ltd	South Aust <sup>1,4,5</sup>	Ord	100	100
<b>Adjuto Pty Ltd</b>				
PQ Ltd	South Aust <sup>1,4,5</sup>	Ord	100	100
<b>Fuel &amp; Combustion Technology Ltd</b>				
Fuel & Combustion Technology International Ltd	United Kingdom <sup>3,4</sup>	Ord	-	-
<b>Fuel &amp; Combustion Technology International Ltd</b>				
Fuel & Combustion Technology International Inc	USA <sup>2,4</sup>	Ord	100	100
<b>Adelaide Brighton Cement International Pty Ltd</b>				
Adelaide Brighton Cement Inc	Wash. State USA <sup>2</sup>	Ord	20	20
Fuel & Combustion Technology International Ltd	United Kingdom <sup>3</sup>	Ord	100	100
<b>Northern Cement Ltd</b>				
Northern Cement Nominees Pty Ltd	Northern Territory <sup>1,4</sup>	Ord	100	100
Mataranka Lime Pty Ltd	South Aust <sup>1</sup>	Ord	100	100

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### (a) Particulars in relation to controlled entities (cont)

##### Cockburn Cement Ltd

Cockburn Waters Pty Ltd	Western Aust <sup>1,4</sup>	Ord	100	100
Hydrated Lime Pty Ltd	Western Aust <sup>1,4</sup>	Ord	100	100
Chemical Unit Trust	Western Aust <sup>1,4</sup>	Units	100	100
Kalgoorlie Lime & Chemical Company Pty Ltd	Western Aust <sup>1,4</sup>	Ord	100	100

<sup>1</sup> Small proprietary company as defined by the Corporation Law and is not required to be audited for statutory purposes

<sup>2</sup> Controlled entities of which PricewaterhouseCoopers has not acted as auditor

<sup>3</sup> Audited by other member firms of PricewaterhouseCoopers

<sup>4</sup> Liquidation process underway

<sup>5</sup> These controlled entities have been granted relief from the necessity to prepare financial reports in accordance with Class Order 98/1418 issued by the Australian Securities & Investments Commission. For further information see Note 38.

#### (b) Outside equity interest in controlled entities

The following controlled entities have issued ordinary shares to outside equity interests:

Name	Total issued and paid-up capital		Number of shares held by outside interests		Equity holdings of outside interests	
	2001	2000	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000	%	%
Adelaide Brighton Limited	462,367	462,245	213,709	213,409	45	45
Exmouth Limestone Pty Ltd	9,960	9,960	4,880	4,880	49	49

#### (c) Acquisition/disposal of controlled entity

There were no acquisitions or disposals during the year.

### 38 Deed of cross guarantee

Adelaide Brighton Ltd, Adelaide Brighton Cement Ltd, Cockburn Cement Ltd, PQ Ltd, Adelaide Brighton Cement Investments Pty Ltd, Adelaide Brighton Management Ltd, Adjuto Pty Ltd, Northern Cement Ltd and Pavement Technology Ltd are parties to a Deed of Cross Guarantee under which each Company guarantees the debts of the others. By entering into the Deed, the wholly-owned entities have been relieved from the requirement to prepare a financial report and Directors' report under Class Order 98/1418 (as amended by Class Orders 98/2017 and 00/0321) issued by the Australian Securities & Investments Commission.

The above companies represent a "Closed Group" for the purposes of the Class Order, and as there are no other parties to the Deed of Cross Guarantee that are controlled by the Company, they also represent the "Extended Closed Group".

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

### 39 Investments in joint ventures and associates

- (a) Investments in joint ventures and associates are accounted for in the consolidated financial statements using the equity method of accounting and are carried at cost by the parent entity (see Note 10).

Name of joint venture company	Principal activity	Ownership interest		Consolidated carrying amount		The Company carrying amount	
		2001 %	2000 %	2001 \$'000	2000 \$'000	2001 \$'000	2000 \$'000
Sunstate Cement Ltd	Cement manufacture	50	50	11,280	10,598	-	-
Independent Cement and Lime Pty Ltd	Cement distribution	50	50	16,308	16,334	-	-
				<b>27,588</b>	<b>26,932</b>	-	-

The annual balance date of the above joint venture entities is 30 June.

		Consolidated	
		2001 \$'000	2000 \$'000
<b>(b) Results of joint ventures</b>			
Share of joint ventures operating profit before tax		7,739	8,732
Share of joint ventures income tax expense attributable to operating profit		(1,515)	(1,609)
Share of joint ventures net profit – as disclosed by joint ventures		6,224	7,123
Adjustments:			
Amortisation of goodwill arising from investment in joint ventures		(998)	(998)
Unrealised profit in inventory		16	(559)
Share of joint ventures net profit – equity accounted		<b>5,242</b>	<b>5,566</b>
<b>(c) Share of post-acquisition retained profits and reserves attributable to joint ventures</b>			
Share of joint ventures retained profits at the beginning of the financial period		(7,049)	(4,027)
Share of net profit of joint ventures		5,242	5,566
Dividends and distribution from joint ventures		(4,586)	(8,588)
Share of joint ventures retained profits at the end of the reporting period		<b>(6,393)</b>	<b>(7,049)</b>



# Rugby Holdings Ltd and controlled entities

## Notes to the financial statements (continued)

For the year ended 31 December 2001

Consolidated  
2001 2000  
\$'000 \$'000

### (d) Summary performance and financial position of joint ventures

The consolidated entity's share of profits, aggregate assets and liabilities of joint ventures is as follows:

Net profit – as reported by joint ventures	6,224	7,123
Adjustments arising from equity accounting	(982)	(1,557)
Net profit – equity accounted	5,242	5,566

Consolidated  
2001 2000  
\$'000 \$'000

Total assets	107,766	99,856
Total liabilities	(71,565)	(69,071)
Net assets – as reported by joint ventures	36,201	30,785
Consolidated entity's share of joint ventures net assets	18,100	15,392
Adjustments arising from equity accounting:		
Goodwill (net of amortisation)	9,488	11,540
Net assets – equity adjusted	27,588	26,932

Consolidated  
2001 2000  
\$'000 \$'000

### (e) Movements in carrying amount of investments

Carrying amount of investments in joint ventures and associates at the beginning of the reporting period	26,932	33,954
Share of joint ventures net profit	5,242	5,566
Dividends received from joint ventures	(4,586)	(8,588)
Less carrying amount of associate disposed of	-	(4,000)
Carrying amount of investments in joint ventures at the end of the reporting period <sup>1</sup>	27,588	26,932

<sup>1</sup> As all investments in associates were disposed of in the period ended 31 December 2000, (Note 39(f)) the closing balance at 31 December 2001 and 31 December 2000 represents the investment in joint ventures only.

### (f) Disposals of associates

Name	Note	Proceeds		Consolidated interest	
		2001 \$'000	2000 \$'000	2001 %	2000 %
Stabilised Pavements of Australia Pty Ltd	(i)	-	4,000	-	-
Pavement Technology (M) Sdn Bhd	(ii)	-	956	-	-
		-	4,956		

#### Note

- (i) Stabilised Pavements of Australia Pty Ltd was disposed of on 1 February 2000.  
(ii) Pavement Technology (M) Sdn Bhd was disposed of on 6 October 2000.

## Rugby Holdings Ltd and controlled entities

### Notes to the financial statements (continued)

For the year ended 31 December 2001

#### 40 Reconciliation of profit from ordinary activities after income tax to net cash inflow from operating activities

	Consolidated		The Company	
	2001	2000	2001	2000
	\$'000	\$'000	\$'000	\$'000
Operating profit after income tax	28,807	27,614	8,983	7,570
Add non-cash items:				
Transfer to provisions:				
Doubtful debts	2,363	(273)	-	-
Depreciation and amortisation	52,802	51,451	-	-
Add(less) items classified as investing / financing activities:				
(Profit) on sale of non-current assets	(940)	(1,108)	-	-
Write down and loss on sale of investments	-	6	-	381
Share of associates' net profit	(5,242)	3,021	-	-
Other	3,558	524	-	-
Net cash provided by operating activities before change in assets and liabilities	84,842	81,235	8,983	7,951
Changes in assets and liabilities adjusted for effects of purchase and disposal of controlled entities during the reporting period:				
Decrease in deferred expenses	-	1,832	-	-
Decrease in inventories	4,565	336	-	-
Decrease in prepayments	1,067	3,016	-	-
(Increase)/decrease in trade/term debtors	2,095	12,221	(1,293)	-
(Increase) in inter-company debtors	-	-	-	(3,900)
Increase/(decrease) in trade creditors	5,463	(14,246)	(153)	(55)
(Decrease) in provisions	(12,772)	(4,430)	-	-
Increase/(decrease) in taxes payable	1,710	(2,154)	1,888	48
Net cash provided by operating activities	83,476	77,810	9,425	4,044

#### 41 Statement of operations of segments

##### Industry and geographical segments

During the last year, the consolidated entity operated predominantly in the cement and lime industry in Australia. More than 90% of revenue, operating profit and segment assets related to operations in the cement and lime industry in Australia.

## Rugby Holdings Ltd and controlled entities

### Directors' declaration

The Directors declare that the financial statements and notes set out on pages 4 to 43:

- (a) comply with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
- (b) give a true and fair view of the Company's and consolidated entity's financial position as at 31 December 2001 and of their performance, as represented by the results of their operations and their cash flows, for the financial year ended on that date.

In the Directors' opinion:

- (a) the financial statements and notes are in accordance with the Corporations Act 2001; and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Directors.

  
Director

Dated at Adelaide on the 27<sup>th</sup> November 2002

**FILE COPY**



**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC025265

Branch No. BR007621

The Registrar of Companies for England and Wales hereby certifies that

**RUGBY HOLDINGS LIMITED**

has this day been registered under Schedule 21A to the Companies Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 22nd June 2004



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —