

**SPO Manning Limited**  
**Annual report and financial statements**  
**for the year ended 31 December 2006**

**Registered Number 03667797**



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**for the year ended 31 December 2006**  
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# **SPO Manning Limited**

## **Directors' report for the year ended 31 December 2006**

The directors present their report and the audited financial statements of the company for the year ended 31 December 2006

### **Principal activity**

The principal activity of the company is the provision of certain specified administrative services to a fellow group company, Swire Pacific Ship Management Limited

### **Review of business and future developments**

The directors consider the results and the year end position to be satisfactory and expect the current level of activity to continue in a similar manner in the coming year

### **Results and dividends**

The profit for the financial year amounted to £208 (2005 £382) and will be transferred to reserves. The directors do not recommend the payment of a dividend (2005 £nil)

### **Directors**

The directors who held office during the year, and up to the date of this report, are set out below

F J Thorogood

B Townsley

C A Wain (resigned 6 October 2006)

J R Adams

### **Statement of directors' responsibilities**

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

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

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

So far as each director is aware, there is no relevant audit information of which the company's auditors are unaware. Relevant information is defined as "information needed by the company's auditors in connection with preparing their report"

Each director has taken all the steps that he/she ought to have taken in his/her duty as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

## **SPO Manning Limited**

### **Auditors**

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

**By order of the Board**



**James Adams**  
**Director**

**16<sup>th</sup>** October 2007

# **SPO Manning Limited**

## **Independent auditors' report to the members of SPO Manning Limited**

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

### **Respective responsibilities of directors and auditors**

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

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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

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

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

### **Basis of audit opinion**

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

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

# SPO Manning Limited

## Opinion

### In our opinion

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

*PricewaterhouseCoopers LLP*

**PricewaterhouseCoopers LLP**

Chartered Accountants and Registered Auditors

Aberdeen

*18 October 2007*

## **SPO Manning Limited**

### **Profit and loss account for the year ended 31 December 2006**

	Note	2006 £	2005 £
Turnover	1	1,048	1,303
Administrative expenses		(830)	(830)
Operating profit	2	218	473
Interest receivable		79	79
Profit on ordinary activities before taxation		297	552
Tax on profit on ordinary activities	4	(89)	(170)
Retained profit for the financial year	9	208	382

All the above results relate to continuing operations

The company has no recognised gains and losses other than the profit above and therefore no separate statement of total recognised gains and losses has been presented

There is no material difference between the profit on ordinary activities before taxation and the retained profit for the financial year stated above and their historical cost equivalents

# SPO Manning Limited

## Balance sheet as at 31 December 2006

	Note	2006 £	2005 £
<b>Current assets</b>			
Debtors	5	12,206	11,162
Cash at bank and in hand		3,864	3,806
		16,070	14,968
<b>Creditors: amounts falling due within one year</b>	6	(10,850)	(9,956)
<b>Net assets</b>		<b>5,220</b>	<b>5,012</b>
<b>Capital and reserves</b>			
Called up share capital	7	2	2
Profit and loss account	8	5,218	5,010
<b>Equity shareholder's funds</b>	9	<b>5,220</b>	<b>5,012</b>

The financial statements on pages 5 to 10 were approved by the board of directors on 16<sup>th</sup> October 2007 and were signed on its behalf by



**James Adams**  
Director



# **SPO Manning Limited**

## **Notes to the financial statements for the year ended 31 December 2006**

### **1 Principal accounting policies**

#### **Basis of preparation**

These financial statements are prepared under the historical cost convention and in accordance with the Companies Act 1985 and applicable Accounting Standards in the United Kingdom. A summary of the principal accounting policies, which have been applied consistently, is set out below.

#### **Turnover**

Turnover, which excludes value added tax and trade discounts, represents the invoiced value of services supplied. The directors consider that the company's turnover originates from only one class of business being the provision of specified administrative services to a fellow group company and from one geographical segment, namely the United Kingdom. Turnover by destination relates only to sales made to a fellow group company in Singapore.

#### **Taxation**

Corporation tax payable is provided on taxable profits at the current rate of taxation.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing difference can be deducted. Deferred tax is measured on a non-discounted basis.

#### **Cash flow statement**

The company qualifies as a small company under the terms of Section 247 of the Companies Act 1985. As a consequence it is exempt from the requirement to publish a cash flow statement in accordance with the terms of FRS 1 "cash flow statements".

#### **New accounting policies**

The provisions of FRS 26 "financial instruments-measurement" have been adopted. These have had no effect on the financial statements.

# SPO Manning Limited

## 2 Operating profit

	2006 £	2005 £
<b>Operating profit is stated after charging:</b>		
Auditors remuneration – audit services	800	800

Auditors remuneration is borne by the company's immediate parent undertaking and is recharged to the company

## 3 Employee information and director's emoluments

The company had no employees during the year (2005 nil)

No remuneration was paid to the directors during the current or prior year in respect of their services to the company

## 4 Tax on profit on ordinary activities

	2006 £	2005 £
United Kingdom corporation tax at 30% (2005 30%)		
Current tax	89	170
<b>Total tax charge</b>	<b>89</b>	<b>170</b>

### Factors affecting tax charge for the year

The current tax charge on profit on ordinary activities did not vary from the standard rate of corporation tax in the UK

## 5 Debtors

	2006 £	2005 £
Amounts owed by fellow group undertakings	12,185	11,162
Other debtors	21	-
	<b>12,206</b>	<b>11,162</b>

Amounts owed by group undertakings are interest free and are repayable on demand

## SPO Manning Limited

### 6 Creditors – Amounts falling due within one year

	2006	2005
	£	£
Group relief payable	604	515
Accruals	922	800
Amounts owed to fellow group undertakings	9,324	8,641
	<b>10,850</b>	<b>9,956</b>

Amounts owed to fellow group undertakings are interest free and are repayable on demand

### 7 Called up share capital

	2006	2005
	£	£
<b>Authorised</b>		
1,000 ordinary shares of £1 each	1,000	1,000
<b>Allotted, called up and fully paid</b>		
2 ordinary shares of £1 each	2	2

### 8 Profit and loss account

	£
At 1 January 2006	5,010
Profit for the financial year	208
<b>At 31 December 2006</b>	<b>5,218</b>

### 9 Reconciliation of movements in shareholder's funds

	2006	2005
	£	£
At 1 January	5,012	4,630
Profit for the financial year	208	382
<b>At 31 December</b>	<b>5,220</b>	<b>5,012</b>

## **SPO Manning Limited**

### **10 Related party transactions**

The Company has taken advantage of the exemption in FRS 8 "Related Party Disclosures" not to disclose any transaction with entities that are part of the group which qualify as related parties, on the grounds that it is a subsidiary where 90% or more of the voting rights are controlled within the group, and the consolidated financial statements of John Swire & Sons Limited, its ultimate parent company, are publicly available (Note 11)

No other related party transactions took place during the year

### **11 Ultimate parent company and controlling party**

The company is a wholly owned subsidiary of Swire Pacific Offshore (North Sea) Limited, a company incorporated in England. The ultimate parent company is John Swire & Sons Limited, a company registered in England. The parent undertaking of the smallest group of undertakings for which group accounts are drawn up is Swire Pacific Limited, a company registered in Hong Kong.

Copies of the consolidated financial statements of John Swire & Sons Limited may be obtained from Swire House, 59 Buckingham Gate, London, SW1E 6AJ.

### **12 Subsequent events**

On 26 June 2007 the Finance Bill 2007 received approval from the House of Commons. The Bill includes a change in the standard rate of UK corporation tax from 30% to 28% with effect from 1 April 2008. This rate change has had no effect on these financial statements but may impact future periods.