

Guinness Peat Group UK Limited

Annual Report and Accounts

Year ended 31 December 2010

Registered number
4981845

THURSDAY



LD4

"L6PWNV1V"

16/06/2011

35

COMPANIES HOUSE

Guinness Peat Group UK Limited

Directors' Report

The directors submit their report and audited financial statements for the year ended 31 December 2010

This report has been prepared in accordance with the special provisions relating to small companies under Section 415a of the Companies Act 2006

Business review and principal activities

Guinness Peat Group UK Limited is a wholly owned subsidiary of Guinness Peat Group plc ("GPG"), which is incorporated in Great Britain

The Company's principal activities are financing and securities trading and the directors continue to investigate opportunities for the Company

The directors have considered the use of the going concern basis in the preparation of the financial statements and concluded that it is appropriate

Further details regarding the adoption of the going concern basis can be found in note 1 of the financial statements

Results

The profit for the year after taxation amounted to £nil (2009 £15,241) and there has been a transfer of £nil to reserves (2009 to reserves £15,241) The directors do not recommend payment of a dividend on the ordinary shares (2009 nil)

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately Accordingly, the principal risks and uncertainties of the investment holding companies within the GPG Group, which include those of the company, can be found in the "Derivatives and other financial instruments" note of the ultimate parent company's annual report which does not form part of this report Further commentary on the way the group manages the risk inherent in its activities and those of its principal investments can be found in the Corporate Governance report of the ultimate parent company's annual report which does not form part of this report

Financial Risk Management

Financial risks are monitored on an ongoing basis but the company does not enter into any hedging activity and does not use financial instruments in this regard

Directors

The directors who served throughout the year, and to the date of this report, were as follows

A M Butcher resigned 1 September 2010

J R Russell

N J Tarn

Guinness Peat Group UK Limited
Directors' Report (continued)

Directors' Responsibilities Statement

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable laws and regulations

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

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors indemnities

GPG provides certain protections for directors of companies within the group against personal financial exposure that they might incur in the course of their professional duties.

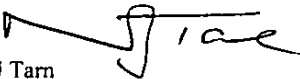
Auditor

In the case of each of the persons who is a director at the date when this report is approved:

- so far as each of the directors is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the company's auditor is unaware, and
- each director has taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information (as defined) and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

By order of the Board


N J Tarn
Director
9 June 2011

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GUINNESS PEAT GROUP UK LIMITED

We have audited the financial statements of Guinness Peat Group UK Limited for the year ended 31 December 2010 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2010 and of its result for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

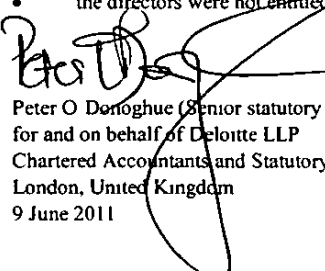
Opinion on other matter prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

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

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



Peter O. Donoghue (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom
9 June 2011

Guinness Peat Group UK Limited
Profit and Loss Account
for the year ended 31 December 2010

	Notes	2010 £	2009 £
Net finance income	4	-	15,241
Profit on ordinary activities before taxation	3	<u>-</u>	<u>15,241</u>
Tax on profit on ordinary activities	5	<u>-</u>	<u>-</u>
Profit for the year	9	<u>-</u>	<u>15,241</u>

None of the Company's activities was acquired or discontinued during the above two financial years

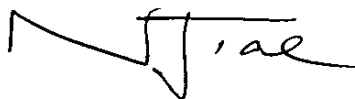
The Company has no recognised gains or losses other than the result for the above two financial years, and consequently no statement of total recognised gains and losses has been prepared

The notes on pages 6 to 8 form part of these financial statements

Guinness Peat Group UK Limited
Balance Sheet
as at 31 December 2010

	Notes	2010 £	2009 £
Current assets			
Debtors amounts falling due within one year	6	22,910,055	22,910,055
Cash at bank and in hand		<u>2,172</u>	<u>2,172</u>
Net current assets		<u>22,912,227</u>	<u>22,912,227</u>
Net assets		<u>22,912,227</u>	<u>22,912,227</u>
Capital and reserves			
Called up share capital	7	200,000	200,000
Share premium	8	22,499,900	22,499,900
Profit and loss account	8	<u>212,327</u>	<u>212,327</u>
Shareholders' funds	9	<u>22,912,227</u>	<u>22,912,227</u>

Approved by the Board of Directors on 9 June 2011 and signed on its behalf by



N J Tarn
 Director
 Guinness Peat Group UK Limited
 Company registered number 4981845

The notes on pages 6 to 8 form part of these financial statements

Guinness Peat Group UK Limited
Notes to the Financial Statements
for the year ended 31 December 2010

1 Statement of accounting policies

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards and law in the United Kingdom. The accounting policies adopted in preparing these financial statements have been consistently applied throughout the current and preceding year.

Going concern

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in existence for the foreseeable future. The Company is funded wholly by equity and retained earnings and has no external financing in the form of loans or overdraft facilities. As a consequence, the directors believe that the Company is well placed to manage its business risks successfully despite the current economic outlook. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Taxation

Provision is made for taxation assessable on the profit for the year as adjusted for disallowable and non-taxable items.

Deferred taxation

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

2 Directors' emoluments

The directors are employed and remunerated as executives of GPG, the ultimate holding company, and received no emoluments in respect of their services to the Company.

3 Profit on ordinary activities before taxation

Fees payable to the Company's auditors for the audit of the Company's annual accounts of £4k (2009 £3k) are borne by the Company's parent undertaking.

There were no employees during the current year (2009 nil).

Guinness Peat Group UK Limited
Notes to the Financial Statements
for the year ended 31 December 2010

4 Net finance income

	2010	2009
	£	£

Waiver of cumulative preference dividend on non-equity shares	-	15,241
	-	15,241

On 30 September 2009, each preference share was converted into one "B" ordinary share of £1 in the share capital of the Company

The dividend entitlement on all the preference shares has been waived by the shareholder, GPG, in respect of all accrued and unpaid dividends

5 Tax on profit on ordinary activities

	2010	2009
	£	£

Current tax

UK corporation tax	-	-
--------------------	---	---

The current tax charge differs from the standard rate of corporation tax in the UK of 28% (2009 28%)

The differences are explained below

Profit on ordinary activities before taxation	-	15,241
---	---	--------

Profit on ordinary activities multiplied by the standard rate of tax in the UK of 28% (2009 28%)

	-	4,267
--	---	-------

Group relief not charged	(104,141)	(357,921)
--------------------------	-----------	-----------

Permanent differences	104,141	353,654
-----------------------	---------	---------

Current tax charge for the year	-	-
--	---	---

6 Debtors: amounts falling due within one year

	2010	2009
	£	£

Due from group undertakings	22,910,055	22,910,055
-----------------------------	------------	------------

7 Share capital

	2010	2010	2009	2009
	No.	£	No.	£

Authorised:

A Ordinary shares of £1 each	60,000	60,000	60,000	60,000
------------------------------	--------	--------	--------	--------

B Ordinary shares of £1 each	160,000	160,000	160,000	160,000
------------------------------	---------	---------	---------	---------

	220,000	220,000	220,000	220,000
--	---------	---------	---------	---------

Issued and fully paid:

A Ordinary shares of £1 each	50,200	50,200	50,200	50,200
------------------------------	--------	--------	--------	--------

B Ordinary shares of £1 each	149,800	149,800	149,800	149,800
------------------------------	---------	---------	---------	---------

	200,000	200,000	200,000	200,000
--	---------	---------	---------	---------

A Ordinary shares are entitled to 0.2% and B Ordinary shares are entitled to 99.8% of any profit distributions. In a poll, each A Ordinary share is entitled to 1 vote and each B Ordinary share is entitled to 500 votes

After the payment of the Company's liabilities any remaining surplus assets shall be applied as to 0.1% of such assets to the A Ordinary shares and as to 99.9% of such assets to the B Ordinary shares. The A Ordinary and the B Ordinary shares rank pari passu in all respects save as set out above

Guinness Peat Group UK Limited
Notes to the Financial Statements
for the year ended 31 December 2010

8 Reserves	Share premium £	Profit and loss account £
At 1 January 2010	22,499,900	212,327
Profit for the year	-	-
At 31 December 2010	<u>22,499,900</u>	<u>212,327</u>

9 Reconciliation of movement in shareholders' funds	2010 £	2009 £
At 1 January	22,912,227	22,846,786
Issue of ordinary shares	-	50,200
Profit for the year	-	15,241
At 31 December	<u>22,912,227</u>	<u>22,912,227</u>

10 Cash flow statement

A cash flow statement has not been prepared since the Company is a wholly-owned subsidiary of GPG, a body corporate which publishes consolidated financial statements that are publicly available. Consequently the Company is exempt under the terms of Financial Reporting Standard 1 (revised) from publishing a cash flow statement.

11 Related parties

The Company has taken advantage of the exemption in Financial Reporting Standard 8(3) not to disclose transactions with entities 100% of whose voting rights are controlled within the Group.

12 Controlling parties

GPG, a company incorporated in Great Britain and registered in England and Wales, is the immediate and ultimate parent and controlling party of the Company. Copies of the accounts of GPG for the year ended 31 December 2010 are available from the Company Secretary, First Floor, Times Place, 45 Pall Mall, London SW1Y 5GP, England.

GPG is the only parent undertaking to consolidate the Company's financial statements.