

Johnson Matthey Tianjin Holdings Limited

Directors' Report and Accounts

For the year ended 31 March 2019

Registered number: 05391061



Johnson Matthey Tianjin Holdings Limited

Contents

Directors’ report	1
Independent auditor’s report to the members of Johnson Matthey Tianjin Holdings Limited	3
Income statement	5
Balance sheet	6
Statement of changes in equity	7
Accounting policies	8
Notes to the accounts	10

Johnson Matthey Tianjin Holdings Limited

Directors' report

The directors present their report and audited accounts for the year ended 31 March 2019.

Principal activity

The company is the holding company of Johnson Matthey (Tianjin) Chemical Co., Ltd which distributes research chemicals in Asia.

Results and dividends

The company's loss for the year ended 31 March 2019 is £1,703 (2018 £2,292). The income statement for the year ended 31 March 2018 has been restated to reduce the income from subsidiary company by £4,846,695 to £nil. The right to receive the dividend was established when it was declared by the subsidiary and should have been recognised in the income statement for the year ended 31 March 2017. At the time of recording the dividend income, withholding tax due at source should have been charged to the income statement and this has also been corrected in the income statement for the year ended 31 March 2017. The effect on opening retained earnings (as at 1 April 2017) is an increase of £4,598,346. The impact on the balance sheet at 31 March 2018 is a reduction in other receivables of £248,349. The income statement is set out on page 5. The directors do not recommend the payment of a final ordinary dividend for the year ended 31 March 2019 (2018 £4,841,409).

Directors

The directors of the company who were in office during the year and up to the date of signing the accounts were S Farrant, A Holford (appointed on 21 August 2018), S P Robinson (resigned on 30 November 2018) and J Tasker (appointed on 20 November 2019).

Directors' indemnity

Under a Deed Poll dated 31 January 2017, the ultimate parent company granted indemnities in favour of each director of its subsidiaries in respect of any liability that he or she may incur to a third party in relation to the affairs of any group member. Such indemnities were in force during the year ended 31 March 2019 for the benefit of all persons who were directors of the subsidiaries at any time during the year ended 31 March 2019 and remain in force for the benefit of all persons who are directors of the subsidiaries at the date when this report was approved.

Disclosure of information to auditors

So far as each person currently serving as a director of the company at the date this report is approved is aware, there is no relevant audit information of which the company's auditors are unaware and each director hereby confirms that he or she has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Independent auditors

Following an audit tender, PricewaterhouseCoopers LLP were appointed to replace KPMG LLP as auditors for the year ending 31 March 2019. In accordance with sections 485 and 487 of the Companies Act 2006, PricewaterhouseCoopers LLP are re-appointed as auditors of the company.

Illegal dividend

The directors acknowledge that an illegal dividend of £248,349 was paid to the company's parent, Johnson Matthey Investments Limited, during the year ended 31 March 2019. The dividend was paid with reference to the accounts for the year ended 31 March 2018 which showed that the company had sufficient reserves for distribution. However, this is not the case with reference to the restated accounts for the year ended 31 March 2018 (see note 9). The company received legal advice in December 2019 and, on the basis of this advice, Johnson Matthey Investments Limited repaid the illegal dividend on 19 December 2019. This transaction will be presented in the accounts for the year ended 31 March 2020. The directors acknowledge that no further distributions can be made until there are sufficient distributable profits.

Statement of director's responsibilities in respect of the Directors' report and the accounts

The directors are responsible for preparing the directors' report and the accounts in accordance with applicable law and regulations.

Johnson Matthey Tianjin Holdings Limited

Directors' report

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have prepared the accounts in accordance with United Kingdom Generally Accepted Accounting Practise (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law the directors must not approve the accounts 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 accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the accounts;
- make judgments and accounting estimates that are reasonable and prudent; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are 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.

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 accounts comply with the Companies Act 2006.

This Directors' report has been prepared in accordance with the provisions of Section 415A of the Companies Act 2006. The directors have also taken advantage of Section 414B of the Companies Act 2006, exempting the requirement to prepare a strategic report.

By order of the board



V Barlow

Company Secretary

20 December 2019

Independent auditors' report to the members of Johnson Matthey Tianjin Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion, Johnson Matthey Tianjin Holdings Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the the Directors' Report and Accounts (the "Annual Report"), which comprise: the Balance sheet as at 31 March 2019; the Income statement; the Statement of changes in equity for the year then ended; the Accounting policies; and the notes to the financial statements.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 March 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of director's responsibilities in respect of the Directors' Report and the Accounts set out on page 1 and 2, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

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

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Paul Wheeler (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

10 December 2019

Johnson Matthey Tianjin Holdings Limited

Income statement

For the year ended 31 March 2019

	Notes	2019 £	2018 (Restated) ¹ £
Foreign exchange gains/(losses)		677	(328)
Administrative expenses		<u>(2,407)</u>	<u>(2,277)</u>
Operating loss		(1,730)	(2,605)
Finance expense		<u>(373)</u>	<u>(225)</u>
Loss before taxation		(2,103)	(2,830)
Income tax credit	3	<u>400</u>	<u>538</u>
Loss for the year		<u>(1,703)</u>	<u>(2,292)</u>

There was no other comprehensive income or expenses during the year.

¹See note 9

The accompanying notes set out on pages 8 to 12 are an integral part of the accounts.

Johnson Matthey Tianjin Holdings Limited

Balance sheet

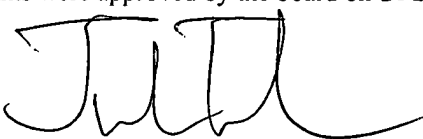
As at 31 March 2019

	Notes	2019 £	2018 £ (Restated) ¹
Assets			
Non-current assets			
Investments in subsidiaries	5	<u>2,342,801</u>	<u>2,342,801</u>
Total non-current assets		<u>2,342,801</u>	<u>2,342,801</u>
Current assets			
Other receivables		400	4,584,503
Cash and cash equivalents - cash and deposits		<u>922</u>	<u>569</u>
Total current assets		<u>1,322</u>	<u>4,585,072</u>
Total assets		<u>2,344,123</u>	<u>6,927,873</u>
Liabilities			
Current liabilities			
Other payables	6	<u>(270,334)</u>	<u>(10,972)</u>
Total current liabilities		<u>(270,334)</u>	<u>(10,972)</u>
Net assets		<u>2,073,789</u>	<u>6,916,901</u>
Equity			
Share capital	7	2,323,841	2,323,841
(Accumulated losses)/retained earnings		<u>(250,052)</u>	<u>4,593,060</u>
Total equity		<u>2,073,789</u>	<u>6,916,901</u>

¹See note 9

The accounts were approved by the board on 20 December 2019 and signed on its behalf by:

J Tasker
Director



Company registration number: 05391061

The accompanying notes set out on pages 8 to 12 are an integral part of the accounts.

Johnson Matthey Tianjin Holdings Limited

Statement of changes in equity

For the year ended 31 March 2019

	Share capital £	Accumulate losses/ retained earnings £	Total equity £
At 1 April 2017	2,323,841	(2,994)	2,320,847
Adjustment	-	4,598,346	4,598,346
At 1 April 2017 ¹	2,323,841	4,595,352	6,919,193
Loss for the year ¹	-	(2,292)	(2,292)
Total comprehensive income ¹	-	(2,292)	(2,292)
At 31 March 2018 ¹	2,323,841	4,593,060	6,916,901
Loss for the year	-	(1,703)	(1,703)
Total comprehensive income	-	(1,703)	(1,703)
Dividends paid (note 4)	-	(4,841,409)	(4,841,409)
At 31 March 2019	2,323,841	(250,052)	2,073,789

¹Restated (see note 9)

The accompanying notes set out on pages 8 to 12 are an integral part of the accounts.

Johnson Matthey Tianjin Holdings Limited

Accounting policies

For the year ended 31 March 2019

Johnson Matthey Tianjin Holdings Limited (the “company”) is a private company limited by shares incorporated, domiciled and registered in England in the United Kingdom. The address of its registered office is 5th Floor, 25 Farringdon street, London, EC4A 4AB.

Basis of preparation

The accounts are prepared in going concern in accordance with Financial Reporting Standard (FRS) 101 – Reduced Disclosure Framework. In preparing these accounts, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards (IFRS) as adopted by the European Union but makes amendments where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of FRS 101 disclosure exemptions has been taken.

The accounts are prepared on the historical cost basis. The accounting policies have been applied consistently, other than where new policies have been adopted.

The income statement for the year ended 31 March 2018 has been restated to reduce the income from subsidiary company by £4,846,695 to £nil. The right to receive the dividend was established when it was declared by the subsidiary and should have been recognised in the income statement for the year ended 31 March 2017. At the time of recording the dividend income, withholding tax due at source should have been charged to the income statement and this has also been corrected in the income statement for the year ended 31 March 2017. The effect on opening retained earnings (as at 1 April 2017) is an increase of £4,598,346. The impact on the balance sheet at 31 March 2018 is a reduction in other receivables of £248,349.

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 10(d), 10(f), 38A, 40A, 40B, 40C, 40D, 111 and 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures; and
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

Exemption from preparing consolidated financial statements

The financial statements contain information about Johnson Matthey (Tianjin) Chemical Co., Ltd as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Johnson Matthey Plc.

New standards effective for the current financial year

IFRS 9 Financial Instruments and IFRS 15 Revenue from Contracts with Customers are new accounting standards that are effective for the year ended 31 March 2019 and have had no material impact on the company.

Critical accounting estimates and assumptions

The company makes estimates of the recoverable value of its investments in other Johnson Matthey Group companies. These estimates are based on a forecast of future operating cash flows. A change in key inputs to these calculations could lead to a material reduction in the carrying value of these investments within the next financial year.

Foreign currencies

Foreign currency transactions are recorded at the exchange rate at the date of transaction. Foreign currency monetary assets and liabilities are retranslated at the exchange rate at the balance sheet date. Foreign exchange differences arising on translation are recognised in the income statement.

Johnson Matthey Tianjin Holdings Limited

Accounting policies

For the year ended 31 March 2019

Finance costs

Finance costs are recognised in the income statement in the year incurred.

Investments in subsidiaries

Investments in subsidiaries are stated at cost less any provisions for impairment. If a distribution is received then the investment is assessed for an indication of impairment.

Taxation

Current tax payable is recognised in the income statement account and is the amount of income tax expected to be paid in respect of taxable profits using the tax rates that have been enacted or substantively enacted at the balance sheet date.

Johnson Matthey Tianjin Holdings Limited

Notes to the accounts

For the year ended 31 March 2019

1. Audit fee

Audit fees payable to the company's auditors for the audit of the company's annual accounts were £2,000 (2018 £2,000).

2. Directors' remuneration

S Farrant, A Holford and S P Robinson were remunerated by the ultimate parent company (note 10). No remuneration was paid to the directors in respect of services to this company (2018 £ nil). During the year none of the directors (2018 none) exercised share options in the ultimate parent company and three of the directors (2018 two) received shares under the ultimate parent company long term incentive plan.

3. Income tax credit

	2019 £	2018 £
Current tax		
UK corporation tax	400	538
Total current tax	<u>400</u>	<u>538</u>

No provision for deferred tax is required.

The tax credit for the year can be reconciled to the loss per the income statement as follows:

	2019 £	2018 £
Loss before taxation	<u>(2,103)</u>	<u>(2,830)</u>
Tax credit at UK corporate tax rate of 19% (2018 19%)	400	538
Total tax credit for the year	<u>400</u>	<u>538</u>

4. Dividends

	2019 £	2018 £
2017/18 Final ordinary dividend	<u>4,841,409</u>	-
	<u>4,841,409</u>	-

The directors do not recommend the payment of a final ordinary dividend for the year ended 31 March 2019.

Johnson Matthey Tianjin Holdings Limited

Notes to the accounts

For the year ended 31 March 2019

5. Investments in subsidiaries

Cost

At beginning and end of year

£

2,342,801

The company owns 100% of the issued share capital of Johnson Matthey (Tianjin) Chemical Co., Ltd, a company incorporated in China with its registered office address at Suite 1-1201, BoRun Commercial Plaza, Tianjin Development Zone, Tianjin, China.

6. Other payables

Current

2019

2018

£

£

Loans from ultimate parent company

268,334

8,972

Amounts payable to parent company

2,000

2,000

270,334

10,972

7. Share capital

Issued and fully paid ordinary shares

At beginning and end of year

Number

£

2,323,841

2,323,841

8. Related party transactions

There were no related party transactions during the year other than between the company and other wholly owned Johnson Matthey group companies.

Johnson Matthey Tianjin Holdings Limited

Notes to the accounts

For the year ended 31 March 2019

9. Restatement

	As previously reported	Adjustment	Restated
	£	£	£
For the year ended 31 March 2018			
Income statement			
Income from subsidiaries	4,846,695	(4,846,695)	-
Profit/(loss) before taxation	4,843,865	(4,846,695)	(2,830)
Profit/(loss) for the year	4,844,403	(4,846,695)	(2,292)
As at 31 March 2018			
Balance sheet			
Other receivables	4,832,852	(248,349)	4,584,503
Total current assets	4,833,421	(248,349)	4,585,072
Total assets	7,176,222	(248,349)	6,927,873
Net assets	7,165,250	(248,349)	6,916,901

The income statement for the year ended 31 March 2018 has been restated to reduce the income from subsidiary company by £4,846,695 to £nil. The right to receive the dividend was established when it was declared by the subsidiary and should have been recognised in the income statement for the year ended 31 March 2017. At the time of recording the dividend income, withholding tax due at source should have been charged to the income statement and this has also been corrected in the income statement for the year ended 31 March 2017. The effect on opening retained earnings (as at 1 April 2017) is an increase of £4,598,346. The impact on the balance sheet at 31 March 2018 is a reduction in other receivables of £248,349.

10. Ultimate parent company

The company's immediate parent company is Johnson Matthey Investments Limited. Its ultimate parent company and the smallest and largest group to consolidate these accounts is Johnson Matthey Plc. The consolidated accounts of Johnson Matthey Plc are available to the public and may be obtained from 5th Floor, 25 Farringdon Street, London EC4A 4AB.

11. Events after the balance sheet date

The company paid an illegal dividend to Johnson Matthey Investments Limited during the year ended 31 March 2019 (see page 1). Johnson Matthey Investments Limited repaid the illegal dividend on 19 December 2019.