

# **Alfa Aesar China Limited**

## **Directors' Report and Accounts**

**For the year ended 31 March 2010**

Registered number 5391061

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# Alfa Aesar China Limited

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# Alfa Aesar China Limited

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## Directors' report

The directors present their report and audited accounts for the year ended 31 March 2010

### Principal activity, business review and future developments

The company is the holding company of Alfa Aesar (Tianjin) Chemical Co Ltd which distributes research chemicals in Asia. During the year additional share capital was issued of £2,127,000 in order to allow the company to increase its investment in its subsidiary.

### Results and dividends

The company's loss for the year ended 31 March 2010 is £1,827 (2009 £451). The profit and loss account is set out on page 3.

The directors do not recommend payment of a dividend (2009 £ nil).

### Directors and their interests

The directors who served during the year were N P H Garner (appointed 1 July 2009), P N Hawker (resigned 1 July 2009), I B C Huddart (resigned 1 July 2009, alternate director to B C Singelais), D W Morgan (resigned 1 July 2009, alternate director to P N Hawker), S P Robinson (appointed 1 July 2009) and B C Singelais. On 28 June 2010, R J MacLeod was appointed as a director of the company.

### Directors' indemnities

Under Deed Polls the ultimate parent company has granted indemnities in favour of each director of its subsidiaries in respect of any liability that he may incur to a third party in relation to the affairs of any group member. These provisions were in force during the year ended 31 March 2010 for the benefit of all persons who were directors at any time during the year ended 31 March 2010 and remain in force for the benefit of all persons who are directors 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 has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

### Responsibility of the directors for the preparation of the directors' report and the accounts

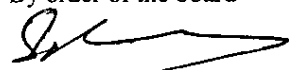
The directors are responsible for preparing the directors' report and the accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts in accordance with UK Accounting Standards 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 apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the accounts, 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 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. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

By order of the board



**S Farrant**

*Company Secretary*

5 November 2010

# Independent auditors' report to the members of Alfa Aesar China Limited

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We have audited the accounts of Alfa Aesar China Limited for the year ended 31 March 2010 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 auditors' 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 auditors

As explained more fully in the directors' responsibilities statement on page 1, the directors are responsible for the preparation of the accounts and for being satisfied that they give a true and fair view. Our responsibility is to audit the accounts 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 (APB's) Ethical Standards for Auditors.

## Scope of the audit of the accounts

A description of the scope of an audit of accounts is provided on the APB's website at [www.frc.org.uk/apb/scope/UKNP](http://www.frc.org.uk/apb/scope/UKNP).

## Opinion on accounts

In our opinion the accounts

- give a true and fair view of the state of the company's affairs as at 31 March 2010 and of its loss for the year then ended,
- have been properly prepared in accordance with UK 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 accounts are prepared is consistent with the accounts.

## 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 accounts 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.



**D V Matthews (Senior Statutory Auditor)**

**for and on behalf of KPMG Audit Plc, Statutory Auditor**

Chartered Accountants

15 Canada Square

London E14 5GL

5 November 2010

# Alfa Aesar China Limited

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## Profit and loss account

For the year ended 31 March 2010

	Notes	2010 £	2009 £
Administration costs		(2,539)	(353)
Exchange gain / (loss) on loans		19	(191)
<b>Operating loss</b>	1	<b>(2,520)</b>	<b>(544)</b>
Interest		(18)	(83)
<b>Loss on ordinary activities before taxation</b>		<b>(2,538)</b>	<b>(627)</b>
Taxation	2	711	176
<b>Loss for the year</b>	5	<b>(1,827)</b>	<b>(451)</b>

There were no other recognised gains or losses during the year

The accompanying notes are an integral part of the accounts

# Alfa Aesar China Limited

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## Balance sheet

As at 31 March 2010

	Notes	2010 £	2009 £
<b>Fixed assets</b>			
Investment in subsidiaries	3	<u>2,342,801</u>	<u>215,430</u>
<b>Current assets</b>			
Cash		96	5
Debtors loans to parent company		-	100
Debtors amounts owed by other group companies		<u>889</u>	<u>178</u>
<b>Current assets</b>		<u>985</u>	<u>283</u>
<b>Creditors, amounts falling due within one year</b>			
Loans from ultimate parent company		(7,176)	(6,547)
Other accruals and deferred income		<u>(2,000)</u>	<u>-</u>
<b>Net current liabilities</b>		<u>(8,191)</u>	<u>(6,264)</u>
<b>Net assets</b>		<u>2,334,610</u>	<u>209,166</u>
<b>Capital and reserves</b>			
Called up share capital	4	2,323,841	196,570
Profit and loss account	5	<u>10,769</u>	<u>12,596</u>
<b>Shareholders' funds</b>	6	<u>2,334,610</u>	<u>209,166</u>

The accounts were approved by the Board on 5 November 2010 and signed on its behalf by



**R J MacLeod**  
*Director*

Company registration number 5391061

The accompanying notes are an integral part of the accounts

## Accounting policies

For the year ended 31 March 2010

### Accounting convention

The accounts are prepared in accordance with applicable accounting standards under the historical cost convention

### Basis of preparation

The company has taken advantage of the exemption from preparing consolidated accounts afforded by section 408 of the Companies Act 2006 because it is a wholly owned subsidiary of Johnson Matthey Plc which prepares consolidated accounts that are publicly available (note 8). Accordingly, these accounts present information about the company as an individual undertaking and not about its group.

The company is also on this basis exempt from the requirement of Financial Reporting Standard (FRS) 1 (Revised) – “Cash Flow Statements” to present a cash flow statement.

### Taxation

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

### Investments

Equity investments in overseas subsidiaries are recorded at the sterling cost of the foreign currency investment at the time it is made less any provision for impairment.

### Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at rates prevailing at the balance sheet date.

## Notes to the accounts

For the year ended 31 March 2010

## 1 Loss on ordinary activities before taxation

N P H Garner, P N Hawker, I B C Huddart, D W Morgan, and S P Robinson were remunerated by the ultimate parent company (note 8) and B C Singelais was remunerated by another subsidiary of the Johnson Matthey group. No remuneration (2009 £ nil) was paid to the directors in respect of services to this company. During the year two directors (2009 none) exercised share options in the ultimate parent company and two of the directors (2009 three) received shares under the ultimate parent company long term incentive plan. Two of the directors who resigned in the year exercised share options in the ultimate parent company after they had resigned, as they were given six months from their date of cessation of employment with the ultimate parent company in which to exercise their share options. Under the rules of the ultimate parent company long term incentive plan, the directors who resigned in the year and ceased to be employed by the ultimate parent company retained their share allocations. These will be released on the normal release dates (the third anniversary of the allocation dates) subject to the performance targets over the whole of the performance periods. The extent to which the allocations will be released is subject to pro rating based on the time which has elapsed from the allocation dates to the dates of cessation of employment. Two of the directors who resigned in the year received shares under the ultimate parent company long term incentive plan after they had resigned.

Audit fees payable to the company's auditor for the audit of the company's annual accounts were £2,000 (2009 borne by the ultimate parent company).

## 2 Taxation

	2010 £	2009 £
<b>Analysis of tax credit in the year</b>		
<b>Current tax</b>		
UK corporation tax on loss for the year	(711)	(176)
<b>Total taxation credit</b>	<u>(711)</u>	<u>(176)</u>

**Factors affecting tax (credit) / charge for the year**

There is no difference between the tax charge calculated using the standard UK corporation tax rate of 28% (2009 – 28%) and the current tax charge for the year.

The benefit of tax losses has been surrendered to fellow Johnson Matthey Plc subsidiaries for a consideration of £711 which will be received during the year ending 31 March 2011.

No provision for deferred tax is required.

## 3 Fixed assets — investments in subsidiaries

	£
<b>Cost</b>	
At beginning of year	215,430
Capital contributions to subsidiary company	<u>2,127,371</u>
At end of year	<u>2,342,801</u>

**Subsidiary undertaking**

The company owns 100% of the ordinary share capital of Alfa Aesar (Tianjin) Chemical Co Limited, a company registered in China. The principal activity of the subsidiary undertaking is the distribution of research chemicals in Asia.

On 23 June 2009 the company made capital contributions to Alfa Aesar (Tianjin) Chemical Co Limited for a total of £2,127,371.



## Notes to the accounts

For the year ended 31 March 2010

### 4 Called up share capital

	Number	£
<b>Allotted, called up and fully paid ordinary shares of £1 each</b>		
At beginning of year	196,570	196,570
Issued in the year	2,127,271	2,127,271
At end of year	<u>2,323,841</u>	<u>2,323,841</u>

### 5 Profit and loss account

	£
At beginning of year	12,596
Loss for the year	(1,827)
At end of year	<u>10,769</u>

### 6 Movement in shareholders' funds

	2010 £	2009 £
Loss for the year	(1,827)	(451)
New share capital issued	<u>2,127,271</u>	-
Movement in shareholders' funds	<u>2,125,444</u>	(451)
Opening shareholders' funds	209,166	209,617
Closing shareholders' funds	<u>2,334,610</u>	<u>209,166</u>

### 7 Related party transactions

As the company is a wholly owned subsidiary of Johnson Matthey Plc, the company has taken advantage of the exemption contained in Financial Reporting Standard (FRS) 8 – "Related Party Disclosures" and has therefore not disclosed transactions or balances with entities which form part of the Johnson Matthey group

There were no other related party transactions during the year

### 8 Ultimate parent company

The company's immediate parent company is Johnson Matthey Investments Limited. The company's ultimate parent company is Johnson Matthey Plc. The consolidated accounts of Johnson Matthey Plc are available to the public and may be obtained from 40-42 Hatton Garden, London EC1N 8EE