Expamet Building Products Limited
(formerly The Expanded Metal Company Limited)
Annual report
for the year ended 31 December 2006

Registered Number 438206

WEDNESDAY



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# Annual report

for the year ended 31 December 2006

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### 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

### Change of name

The company's name was changed from The Expanded Metal Company Limited to Expanet Building Products Limited on 31 March 2006

#### Principal activities

Expannet Building Products Limited (formerly The Expanded Metal Company Limited) is principally engaged in the manufacture and supply, in the UK and overseas, of products, components and services to the building and industrial markets

#### Review of the business and future developments

The company disposed of its expanded metal business to another group company in March 2006, realising a profit of £8,953,000 in the year. It also sold its loss-making interest in lintels trading, realising a profit of £500,000 in the year.

The underlying performance of the building products division of the company showed improvement of £1,500,000 in profit from last year before goodwill amortisation, depreciation and exceptional costs. The company improved its margins despite increases in the price of raw materials. Results of the building division are depressed by the annual amortisation of goodwill, this year totalling £867,000. The cost of raw materials, in particular steel, remains high relative to previous years, but the division was successful in recovering price increases during the year. One-off administrative costs were incurred in the year. Actions and the elimination of the one-off costs incurred in 2006 are expected to lead to an improvement in profitability of this division in 2007. A significant write off of stock was made in relation to a new garden product line which did not sell at the levels expected.

No key performance indicators are produced as, given the significant disposal during the period, there are no suitable comparatives

### Principal risks

The management of the business is subject to a number of risks. The key business risks affecting the company relate to volatility of steel prices which the group hedges through forward purchasing. Other risks relate to competition from other manufacturers and loss of customers.

### Results and dividends

The company's profit and loss account is set out on page 4 No dividend was paid during the year (2005 £nil) The directors do not recommend the payment of a final dividend (2005 £nil)

#### Directors and their interests

The directors who held office during the year are given below

A Maynard

A Thompson

### Research and development

During the year the company incurred £50,000 (2005 £75,000) of research and development expenditure

### Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law 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). The financial statements are required by law to 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 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,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the
  company will continue in business, in which case there should be supporting assumptions or qualifications
  as necessary

The directors confirm that they have complied with the above requirements in preparing the financial statements

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements 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.

#### Statement of disclosure of information to auditors

So far as each director is aware, there is no relevant audit information of which the company's auditors are unaware

Each director has taken all the steps (such as making enquiries of other directors and the auditors and any other steps required by the directors duly to exercise due care, skill and diligence) that he ought to have taken in his duty as 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

#### Independent auditors

Elective resolutions have been passed to dispense with obligations to appoint auditors annually

On behalf of the Board

1 June 2007

# Expamet Building Products Limited (formerly The Expanded Metal Company Limited) Independent auditors' report to the members of Expamet Building Products Limited (formerly The Expanded Metal Company Limited)

We have audited the financial statements of Expamet Building Products Limited for the year ended 31 December 2006 which comprise the profit and loss account, the balance sheet, the statement of accounting policies 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

### 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

Mullotte Vorme Coopers LLP

Chartered Accountants and Registered Auditors

Newcastle upon Tyne

7 June 2007

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

	Note	Pre goodwill amortisation, depreciation and exceptional items	Goodwill amortisation, depreciation and exceptional items	2006	Pre goodwill amortisation, depreciation and exceptional items		2005
		£'000	£'000	£'000	£'000	£'000	
Turnover			·				
Continuing operations		26,471	-	26,471	26,108	_	26,108
Discontinued operations		7,859	-	7,859	25,689	-	25,689
Total turnover	1	34,330	•	34,330	51,797	_	51,797
Cost of sales	2	(24,331)	(956)	(25,287)	(37,757)	(1,091)	(38,848)
Gross profit		9,999	(956)	9,043	14,040	(1,091)	12,949
Selling and distribution costs	2	(5,643)	-	(5,643)	(7,704)	-	(7,704)
Administrative expenses	2	(2,601)	(894)	(3,495)	(3,829)	(1,049)	(4,878)
Operating profit					•		
Continuing operations		801	(1,721)	(920)	(1,208)	(1,583)	(2,791)
Discontinued operations		954	(129)	825	3,715	(557)	3,158
Total operating profit/(loss)	2	1,755	(1,850)	(95)	2,507	(2,140)	367
Profit on disposal of trade and assets	10			9,453			-
Amount written off investments				-			(245)
Impairment of fixed assets prior to disposal	3			-			(698)
Interest receivable and similar income	6			81			-
Interest payable and similar charges	6			(7)			
Profit/(loss) on ordinary activities before taxation	3			9,432			(576)
Tax on profit/(loss) on ordinary activities	7			(602)			27
Profit/(loss) for the financial year	16			8,830			(549)

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

There are no material differences between the profit/(loss) on ordinary activities before taxation and the retained profit/(loss) for the financial year stated above and their historical cost equivalents

# Balance sheet as at 31 December 2006

	Note		2006		2005
		£'000	£'000	£'000	£'000
Fixed assets				<del></del>	
Intangible assets	8		1,984		2,911
Tangible assets	9		1,320		4,754
			3,304		7,665
Current assets					
Stocks	11	4,231		4,528	
Debtors	12	8,707		7,516	
Cash at bank and in hand		13,222		3,113	
			26,160		15,157
Creditors - amounts falling due within one year	13		(8,168)		(10,836)
Net current assets			17,992	· • • • • • • • • • • • • • • • • • • •	4,321
Total assets less current habilities			21,296		11,986
Provisions for liabilities and					
charges	14		(496)		(16)
Net assets			20,800	<del> </del>	11,970
Capital and reserves					
Called up equity share capital	15		20		20
Share premium account	16		9,990		9,990
Profit and loss account	16		10,790		1,960
Equity shareholder's funds	17		20,800		11,970

The financial statements on pages 4 to 17 were approved by the board of directors on 1 June 2007 and were signed on its behalf by

Director

### Statement of accounting policies

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

#### Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services net of volume rebates to customers during the year

#### Goodwill and intangible assets

Purchased goodwill and other intangible assets are capitalised and amortised over the shorter of their useful economic lives or 20 years

#### Fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation

Tangible fixed assets are depreciated on a straight line basis over their respective estimated lives. Depreciation is provided on all assets based on estimated lives of

Short leasehold land and buildings

Over the life of the lease

Plant and equipment

3 to 20 years

#### Stocks

Stocks and work in progress are stated at the lower of cost and net realisable value. Cost includes an appropriate proportion of production overheads

#### **Deferred taxation**

Deferred tax 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. Deferred tax assets are recognised to the extent that it is regarded more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

### **Pension costs**

The company contributes to a defined contribution pension scheme operated by Expamet International Limited. The assets of the scheme are held separately from those of the company in separately administered funds. Contributions payable for the year are charged in the profit and loss account.

#### Leased assets

Operating lease rentals are charged to the profit and loss account as they fall due

#### Foreign currency translation

Transactions in foreign currencies during the year are translated into sterling at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities expressed in foreign currency are translated into sterling at rates ruling at the year end and translation differences are dealt with in the profit and loss account, except for those assets and liabilities covered by forward currency contracts where the contracted rate is used

### Research and development

Research and development expenditure is charged to the profit and loss account in the year in which it is incurred

### Cash flow statement and related party transactions

The company is a wholly-owned subsidiary of Clifton House Acquisition Limited and is included in the consolidated financial statements of Clifton House Acquisition Limited, which are publicly available Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (revised 1996). The company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of the Clifton House Acquisition Limited group.

#### **Onerous contracts**

At the year end the company had irrevocable commitments for products which subsequently were found to be in excess of customer demand. Provision has been made for the difference between the contracted cost and expected net realisable value.

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

### 1 Turnover

	2006	2005
	£'000	£'000
Class of business:		
Building continuing	26,471	26,108
Building discontinued	2,358	5,786
Total building	28,829	31,894
Industrial discontinued	5,501	19,903
	34,330	51,797

Turnover by destination is all to the United Kingdom and Europe

# 2 Cost of sales, gross profit, selling and distribution costs and administrative expenses

			2006			2005
	Continuing	Discontinued	Total	Continuing	Discontinued	Total
	£'000	£'000	£'000	£,000	£,000	£'000
Turnover	26,471	7,859	34,330	26,108	25,689	51,797
Cost of sales	(19,380)	(5,907)	(25,287)	(20,146)	(18,702)	(38,848)
Gross profit	7,091	1,952	9,043	5,962	6,987	12,949
Selling and distribution costs	(5,222)	(421)	(5,643)	(6,336)	(1,368)	(7,704)
Administrative expenses	(2,789)	(706)	(3,495)	(2,417)	(2,461)	(4,878)
Total operating	(020)	925	(05)	(2.701)	2 159	267
(loss)/profit	(920)	825	(95)	(2,791)	3,158	367 

### 3 Profit/(loss) on ordinary activities before taxation

	2006	2005
	£'000	£'000
Profit/(loss) on ordinary activities before taxation is stated after charging		
Depreciation of tangible fixed assets	487	1,123
Goodwill amortisation	606	608
Exceptional costs - impairment of goodwill	261	-
Exceptional costs (see below)	496	409
	1,850	2,140
Impairment of fixed assets prior to disposal	-	698
Amortisation of patents	60	60
Operating lease charges - plant and machinery	252	408
Operating lease charges - other	655	903
Loss on disposal of fixed assets	-	226
Research and development expenditure	50	75
Foreign exchange loss/(gain)	18	(20)
Auditors' remuneration - audit services	23	32
Auditors' remuneration – taxation services	2	2

2006 exceptional costs relate to £261,000 for the impairment of goodwill relating to Metpost Limited and £496,000 for onerous contracts

2005 exceptional costs of £409,000 and impairment of fixed assets of £698,000 prior to disposal relate to the closure of the company's garden products manufacturing facility, outsourcing of production, and the refocusing of the division as a distribution operation

### 4 Staff costs

	2006	2005
	£'000	£,000
Staff costs		
Wages and salaries	5,938	8,798
Social security costs	631	905
Pension costs	161	237
	6,730	9,940

The monthly average number of persons (including executive directors) employed by the company during the year was

	2006	2005
By activity	Number	Number
Production	142	257
Sales and distribution	51	80
Administration	23	21
	216	358

### 5 Directors' emoluments

Aggregate directors' emoluments were £Nil (2005 £Nil)

The number of directors to whom retirement benefits are accruing under the Expamet International group defined contribution scheme is Nil (2005 Nil)

### 6 Interest receivable, payable and similar income or charges

	2006	2005
	£'000	£'000
Interest receivable on bank deposits	81	-
	2006	2005
	£'000	£'000
Interest payable on late payments	7	-

# 7 Tax on profit/(loss) on ordinary activities

### (a) Analysis of charge/(credit) in year

	2006	2005
	£'000	£'000
Current tax:		
United Kingdom corporation tax	492	492
	492	492
Foreign tax		
Corporation taxes	110	17
Total current tax	602	509
Deferred taxation:		
Origination and reversal of timing differences	-	(536)
Total deferred taxation	-	(536)
Tax on profit/(loss) on ordinary activities	602	(27)

### (b) Factors affecting tax charge for the year

The tax assessed for the year is lower (2005 higher) than the standard rate of corporation tax in the UK. The differences are explained below

	2006	2005
	£'000	£'000
Profit/(loss) on ordinary activities before tax	9,432	(576)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2005) 30%)	2,830	(173)
Effects of		
Expenses not deductible for tax purposes	275	273
Permanent differences – profit on disposal of business	(2,836)	-
Depreciation for the year in excess of capital allowances	6	449
Permanent differences	327	(40)
Current tax charge for year	602	509

### (c) Factors that may affect future tax charges

There are no factors that are expected to significantly affect the taxation charge in future years

### 8 Intangible fixed assets

£'000	£'000	£'000
514	12,356	12,870
-	-	-
514	12,356	12,870
240	9,719	9,959
60	606	666
	261	261
300	10,586	10,886
214	1,770	1,984
274	2,637	2,911
	514 - 514 240 60 - 300	514 12,356

The goodwill arising on the acquisition of the trade and assets of BAT Building Products, a fellow subsidiary company of Clifton House Acquisition Limited, is being amortised on a straight line basis over 20 years. This is the period over which the directors estimate that the value of the underlying business acquired is expected to exceed the value of underlying assets.

The goodwill in respect of the acquisition of the trade and assets of Metpost Limited has been written down by £261,000 based on the directors' valuation of profitability

Patents are being amortised over 4 to 10 years

### 9 Tangible fixed assets

	Short leasehold land and buildings	Plant and equipment	Total
	£'000	£'000	£'000
Cost			
At 1 January 2006	810	24,381	25,191
Additions	-	206	206
Disposal of trade and assets (note 10)	(349)	(16,291)	(16,640)
At 31 December 2006	461	8,296	8,757
Accumulated depreciation	· <del>-</del>	•	
At 1 January 2006	535	19,902	20,437
Charge for the year	27	460	487
Disposal of trade and assets (note 10)	(158)	(13,329)	(13,487)
At 31 December 2006	404	7,033	7,437
Net book amount			_
At 31 December 2006	57	1,263	1,320
At 31 December 2005	275	4,479	4,754

### 10 Profit on disposal of trade and assets

On 25 July 2006 the company sold its lintels trade for consideration of £500,000 On 31 March 2006 the company disposed of the trade and assets of its industrial division to Expannet Industrial Limited, which is another subsidiary of Expannet International Limited Details are given below

	2006
	£'000
Industrial division	
Consideration	14,400
Assets disposed of	
Tangible fixed assets	(3,153)
Stock	(1,239)
Other working capital	(855)
Disposal costs	(200)
Profit on disposal of the industrial division	8,953
Profit on the sale of lintels division	500
Profit on disposal	9,453

### 11 Stocks

	2006	2005
	£'000	£'000
Raw materials and consumables	1,359	1,239
Work in progress	-	299
Finished goods and goods for resale	2,872	2,990
	4,231	4,528

### 12 Debtors

	2006	2005
· · · · · · · · · · · · · · · · · · ·	£'000	£,000
Trade debtors	3,024	5,555
Amounts owed by group undertakings	4,803	1,553
Other debtors	708	141
Prepayments and accrued income	172	267
	8,707	7,516

Amounts owed by group undertakings are unsecured, interest free and have no fixed date of repayment

### 13 Creditors - amounts falling due within one year

	2006	2005
	£'000	£'000
Trade creditors	3,706	7,145
Amounts owed to group undertakings	1,224	1,215
Corporation tax	-	10
Other taxation and social security	179	408
Other creditors	1,336	75
Accruals and deferred income	1,723	1,983
	8,168	10,836

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

### 14 Provisions for liabilities and charges

	Onerous lease provision £'000	lease	lease Onerous	lease Onerous	lease Onerous	Total
		£'000	£'000			
At 1 January 2006	16	-	16			
(Credited)/charged to the profit and loss account	(16)	496	480			
At 31 December 2006	•	496	496			

#### **Onerous contracts**

The company had contractual obligations at the year end to acquire products which, at the time of preparation of the accounts, were expected to be sold at below the cost of acquisition. The company has provided for the difference between contracted cost to the company and net realisable value.

### 15 Called up equity share capital

	2006	2005 £'000
	£'000	
Authorised		
20,000 ordinary shares of £1 each	20	20
Allotted and fully paid		
20,000 ordinary shares of £1 each	20	20

### 16 Reserves

	Share premium account	Profit and loss account
	£'000	£'000
At I January 2006	9,990	1,960
Profit for the financial year	_	8,830
At 31 December 2006	9,990	10,790

# 17 Reconciliation of movements in equity shareholder's funds

	2006	2005
	£'000	£'000
Profit/(loss) for the financial year	8,830	(549)
Opening equity shareholder's funds	11,970	12,519
Closing equity shareholder's funds	20,800	11,970

### 18 Financial commitments

At 31 December 2006 the company had annual commitments under non-cancellable operating leases expiring as follows

	2006		2005	
	Land and buildings	Other	Land and buildings	Other
	£,000	£'000	£'000	£'000
Within one year	-	8	-	48
Within two to five years	151	190	101	302
After five years	304	3	710	252
	455	201	811	602

# 19 Capital commitments

	2006	2005
	£'000	£'000
Contracts placed for future capital expenditure not provided in the financial		
statements	20	345

### 20 Deferred taxation

Potential deferred taxation asset not provided in the accounts comprises	2006	2005
	£'000	£'000
Accelerated capital allowances	4	10
Short term timing differences	<u> </u>	60
	4	70

#### Deferred tax asset

The deferred tax asset has not been recognised due to uncertainty of future profits

### 21 Contingent liabilities

Lloyds TSB Bank Plc has a right of set-off between balances held by the company and other UK fellow subsidiaries of Clifton House Acquisition Limited, with a maximum exposure equal to the entire cash balance of the company

### 22 Pension costs

The company operates a defined contribution scheme in the UK Contributions paid during the year were £161,000 (2005 £237,000) At 31 December 2006, an amount of £9,000 (2005 £20,000) was accrued

### 23 Ultimate parent undertaking

The immediate parent undertaking is Expainet International Limited

The ultimate parent undertaking and controlling party, is Clifton House Acquisition Limited, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Clifton House Acquisition Limited consolidated financial statements can be obtained from the Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ