

HANSON OVERSEAS CORPORATION LIMITED

Report and financial statements

in respect of the year ended

31 December 2009

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COMPANIES HOUSE

HANSON OVERSEAS CORPORATION LIMITED

Directors, officers and professional advisors

DIRECTORS

B J Guyatt
E A Gretton
C Leclercq

COMPANY SECRETARY

R T V Tyson

REGISTERED OFFICE

Hanson House
14 Castle Hill
Maidenhead
SL6 4JJ

HANSON OVERSEAS CORPORATION LIMITED

DIRECTORS' REPORT

The directors present their report and financial statements for the year ended 31 December 2009

PRINCIPAL ACTIVITY

The company did not trade during the year

RESULTS AND DIVIDENDS

The profit for the year amounted to £nil (2008 £3,073,773) as set out in the profit and loss account on page 4. The Directors do not recommend the payment of a dividend (2008 £nil).

DIRECTORS

The Directors currently in office are shown on page 1

The Directors who served during the year were as follows

E A Gretton	
C Leclercq	
R R Gimmier	(resigned 30 December 2009)
B J Guyatt	(appointed 30 December 2009)

DIRECTORS' INDEMNITY

A fellow group undertaking has indemnified, by means of directors and officers' liability insurance, one or more Directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out section 234 of the Companies Act 2006. Such qualifying third party indemnity provision was in force during the year and is in force as at the date of approving the Directors' Report.

By order of the Board



R T V Tyson Company Secretary

29 March 2010

HANSON OVERSEAS CORPORATION LIMITED**PROFIT AND LOSS ACCOUNT**

for the year ended 31 December 2009

	Note	2009 £	2008 £
Administration expenses			2,487
OPERATING PROFIT		-	2,487
Loss on disposal of fixed asset investment			(1,887,000,000)
LOSS ON ORDINARY ACTIVITIES BEFORE INVESTMENT INCOME AND TAXATION		-	(1,886,997,513)
Income from fixed asset investment			1,890,071,286
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	3,073,773
Tax on profit on ordinary activities	2	-	-
PROFIT FOR THE FINANCIAL YEAR	5	-	3,073,773

All of the Company's results for the year arise from its continuing operations

There were no other gains or losses recognised in respect of the current or previous year other than those reported above

There are no material differences between the profit on ordinary activities before taxation and profit for the year stated above and their historical cost equivalents

HANSON OVERSEAS CORPORATION LIMITEDBALANCE SHEET
at 31 December 2009

	Note	2009 £	2008 £
CURRENT ASSETS			
Debtors	3	1,895,868,131	1,895,868,131
NET CURRENT ASSETS		<u>1,895,868,131</u>	<u>1,895,868,131</u>
NET ASSETS		<u>1,895,868,131</u>	<u>1,895,868,131</u>
CAPITAL AND RESERVES			
Called up share capital	4	479,078,465	479,078,465
Share premium	5	1,408,424,888	1,408,424,888
Profit and loss account	5	8,364,778	8,364,778
EQUITY SHAREHOLDERS' FUNDS	5	<u>1,895,868,131</u>	<u>1,895,868,131</u>

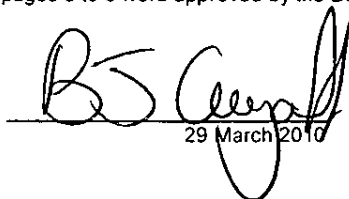
For the year ending 31 December 2009 the company was entitled to exemption from audit under section 480 of the Companies Act 2006

Directors' responsibilities

- The members have not required the company to obtain an audit of its financial statements for the year in question under section 476 of the Act, and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements

The financial statements on pages 3 to 6 were approved by the Board of directors and signed on their behalf by

B J Guyatt, Director



29 March 2010

HANSON OVERSEAS CORPORATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

for the year ended 31 December 2009

1 ACCOUNTING POLICIES**Accounting convention**

The financial statements have been prepared under the historical cost convention and in accordance with applicable UK Accounting Standards

2 TAX ON PROFIT ON ORDINARY ACTIVITIES**2009****2008****£****£****a) Tax on profit on ordinary activities****Current tax**

UK corporation tax on profit for the year

Tax charge on profit on ordinary activities

-	-
-	-

b) Factors affecting current tax charge

The tax assessed for the year is different to the standard rate of corporation tax in the UK of 28% (2008 28.5%)

The differences are explained below

Profit on ordinary activities before tax

-	3,073,773
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Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2008 28.5%)

-	876,025
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Effects of

Income from UK dividends not taxable

-	(538,670,317)
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Loss on sale of fixed asset investment not tax deductible

-	537,795,000
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Administration income not taxable

-	(708)
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Imputed interest on loans

-	17,614,149
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Group relief claimed for no charge

-	(17,614,149)
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Total current tax

-	0
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3 DEBTORS**2009****2008****£****£**

Due within one year

Amounts owed by group undertakings

1,895,868,131	1,895,868,131
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Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand

HANSON OVERSEAS CORPORATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS (continued)**

for the year ended 31 December 2009

4	CALLED UP SHARE CAPITAL	2009	2008
		£	£
	Allotted, called-up and fully paid		
	479,078,465 ordinary shares of £1 each	<u>479,078,465</u>	<u>479,078,465</u>

5 MOVEMENT ON RESERVES AND RECONCILIATION OF SHAREHOLDERS' FUNDS

	Share capital	Share premium	Profit and loss account	Total
	£	£	£	£
At 1 January 2008	479,078,465	1,408,424,888	5,291,005	1,892,794,358
Profit for the year	-	-	3,073,773	3,073,773
At 31 December 2008	<u>479,078,465</u>	<u>1,408,424,888</u>	<u>8,364,778</u>	<u>1,895,868,131</u>
Profit for the year	-	-	-	-
At 31 December 2009	<u>479,078,465</u>	<u>1,408,424,888</u>	<u>8,364,778</u>	<u>1,895,868,131</u>

6 RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption in FRS8 Related Party Transactions, not to disclose transactions with wholly owned subsidiaries in the group headed by HeidelbergCement AG

7 ULTIMATE PARENT UNDERTAKING

The Company's immediate parent company is Hanson International Holdings Limited, a company registered in England and Wales. The Company's ultimate parent undertaking is HeidelbergCement AG, a company registered in Germany. The largest and smallest group in which the results of the Company are consolidated is that headed by HeidelbergCement AG. Copies of the consolidated financial statements of HeidelbergCement AG may be obtained from Berliner Strasse 6, D-69120 Heidelberg, Germany.