

RENTOKIL INITIAL ASIA PACIFIC LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2011

REGISTERED NUMBER: 1990917



RENTOKIL INITIAL ASIA PACIFIC LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
31 DECEMBER 2011

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RENTOKIL INITIAL ASIA PACIFIC LIMITED
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DIRECTORS' REPORT

The directors present their annual report, together with the audited financial statements of the company for the year ended 31 December 2011

Principal Activity / Future Developments

The company's principal activity in the year under review is to hold investments in group undertakings in the Asia Pacific region, and to provide funding to the same undertakings. The directors do not intend, at the date of this report, that there will be any major changes in the company's activities in the next year.

During the year, there were investment increases in Rentokil Initial Asia Pacific Management Pte Ltd of £1,387,804 and RI Vietnam (Singapore) Pte Ltd of £753,840.

The Rentokil Initial Group ("the Group") manages its operations on a divisional basis. For this reason, the company's directors believe that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the general central division of Rentokil Initial plc, which includes the company, is discussed in the Group's Annual Report that does not form part of this report.

Principal Risks and Uncertainties

The directors of Rentokil Initial plc manage the risks of the Rentokil Initial Group at a group level, rather than at an individual business unit level. For this reason, the Company's directors believe that a discussion of the Company's risks would not be appropriate for an understanding of the development, performance or position of the Company's business. The principal risks and uncertainties of the Group, which include those of the Company, are discussed in the Group's 2011 Annual Report, which does not form part of this report.

Results and dividends

The loss for the year, after taxation, amounted to £3,314,354 (2010 loss of £211,918). No interim dividend was paid (2010 £nil). The directors do not recommend the payment of a final dividend for 2011 (2010 £nil).

Directors

P Griffiths
GT Brown
ML Nicholas (resigned 13 May 2011)
SM Ingall-Tombs (appointed 13 May 2011)
HAC Wilson (appointed 2 February 2011)
GK Worthington-Eyre (resigned 2 February 2011)
PJ Cochrane (appointed 2 February 2011)

The directors named above held office throughout the year except where indicated.

Employees

The company had no employees in the year under review and so there are no employee costs (2010 £nil).

Political and charitable contributions

The company made no political or charitable donations during the year (2010 £nil).

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DIRECTORS' REPORT (CONTINUED)

Policy in relation to the payment of suppliers

The company has no external suppliers and therefore there are no trade creditors at the year end from which to calculate creditor days

Disclosure of information to auditors

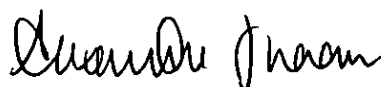
The directors who held office at the date of approval of this directors' report confirm that,

- So far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and
- Each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG Audit plc will therefore continue in office

By order of the board



Plant Nominees Limited
Secretary
2 City Place
Beehive Ring Road
Gatwick Airport
West Sussex
RH6 0HA

Company number 1990917

27 September 2012

RENTOKIL INITIAL ASIA PACIFIC LIMITED
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Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 judgments 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

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 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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF RENTOKIL INITIAL ASIA PACIFIC LIMITED

We have audited the financial statements of Rentokil Initial Asia Pacific Limited for the year ended 31 December 2011 set out on pages 5 to 10. 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 set out on page 3, 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/private.cfm

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 2011 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 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



Richard De La Rue (Senior Statutory Auditor)
for and on behalf of KPMG Audit Plc, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

28 September 2012

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PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2011

| | Notes | <u>2011</u> £ | <u>2010</u> £ |
|--|-------|------------------|------------------|
| Operating expenses | | (3,314,354) | (211,918) |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION | 2 | (3,314,354) | (211,918) |
| Taxation on loss on ordinary activities | 4 | - | - |
| LOSS ON ORDINARY ACTIVITIES AFTER TAXATION | | (3,314,354) | (211,918) |

The results of the year are wholly attributable to the continuing operations of the company

There is no difference between the loss on ordinary activities before taxation and the retained loss for the financial year and their historical cost equivalents

The company has no recognised gains and losses during the year, other than those recorded in the above profit and loss account, accordingly, no separate statement of total recognised gains and losses has been prepared


The notes on pages 7 to 10 form part of the financial statement

RENTOKIL INITIAL ASIA PACIFIC LIMITED
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BALANCE SHEET AS AT 31 DECEMBER 2011

| | Notes | <u>2011</u> £ | <u>2010</u> £ |
|--|-------|------------------|------------------|
| FIXED ASSETS | | | |
| Investments – shares in group undertakings | 5 | 14,475,147 | 15,626,482 |
| CREDITORS | | | |
| Amounts falling due within one year | 6 | (20,321,162) | (18,158,145) |
| NET CURRENT LIABILITIES | | (20,321,162) | (18,158,145) |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | (5,846,015) | (2,531,663) |
| NET LIABILITIES | | (5,846,015) | (2,531,663) |
| <hr/> | | | |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 7 | 2 | 2 |
| Profit and loss account | 8 | (5,846,017) | (2,531,665) |
| SHAREHOLDERS' DEFICIT | 9 | (5,846,015) | (2,531,663) |

The financial statements on pages 5 to 10 were approved by the board on 27 September 2012 and were signed on its behalf by:



S Ingall-Tombs
Director

The notes on pages 7 to 10 form part of these financial statements

NOTES TO FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except as noted below

The ASB has issued amendments to the following standards

- FRS 29 (IFRS 7) Financial Instruments
- SSAP 25 Segmental Reporting
- FRS 8 Related Party Disclosures

FRS 29 (IFRS 7) Financial Instruments is amended to require enhanced disclosures about fair value measurements and liquidity risk and introduce a new requirement for credit risk disclosures for loans and receivables FRS 8 Related Party Disclosures is amended to replace the definition of a related party with that set out in UK law SSAP 25 Segmental Reporting exemption extended to those subsidiary undertakings whose parent undertaking provides segmental information in accordance with EU-adopted IFRSs The amendments have not had any impact on the financial statements

Basis of preparation

The financial statements have been prepared on a going concern basis, in accordance with applicable accounting standards and under historical cost accounting rules

The company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements These financial statements present information about the company as an individual undertaking and not about its group

Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements

As the company is a wholly owned subsidiary of Rentokil Initial plc, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with wholly owned subsidiaries which form part of the group

Going Concern

The Directors have received confirmation from Rentokil Initial plc of its intention to financially support the Company such that the company can meet its obligations as they fall due for of at least 12 months from the date of the Directors' approval of these financial statements

Investments

Investments held as fixed assets are stated at cost less any provisions for impairment In the opinion of the Directors the value of such investments are not less than that shown in the balance sheet

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NOTES TO FINANCIAL STATEMENTS (CONTINUED)

2. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

There is no charge to the profit and loss account for auditor's remuneration as the costs of the company's audit are borne by another group company. The audit fee for 2011 was £2,550 (2010 £2,550).

The company's investments were tested for impairment at the year end and the value of investments in RI Vietnam (Singapore) Pte was impaired by £1,936,696 to a nil value. The value of the investments in Rentokil Enguard Korea Co Limited was also impaired by £1,356,283 to £77,680.

3. EMPLOYEES' AND DIRECTORS' REMUNERATION

The company has no employees and accordingly there are no employee costs (2010 £nil). The directors received no emoluments in respect of qualifying services to the company, nor did they have any retirement benefits accruing to them under defined benefit pension schemes.

4. TAXATION ON LOSS ON ORDINARY ACTIVITIES.

| | <u>2011</u> £ | <u>2010</u> £ |
|--|------------------|------------------|
| Current Tax: | | |
| Tax on loss on ordinary activities | - | - |
| The tax assessed for the year is lower (2010 lower) than the standard rate of corporation tax in the UK (26.5%) (2010 28.0%). The differences are explained below. | | |
| Loss on ordinary activities before tax | (3,314,354) | (211,918) |
| Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK (26.5%) (2010 28.0%) | (878,304) | (59,337) |
| Effects of Non deductible expenditure | 878,304 | 59,337 |
| Current tax for the year | - | - |

5. INVESTMENTS – SHARES IN GROUP UNDERTAKINGS

| | <u>2011</u> £ | <u>2010</u> £ |
|----------------|------------------|------------------|
| At 1 January | 15,626,482 | 12,606,007 |
| Additions | 2,141,644 | 3,307,475 |
| Impairment | (3,292,979) | (287,000) |
| At 31 December | 14,475,147 | 15,626,482 |

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NOTES TO FINANCIAL STATEMENTS (CONTINUED)

5. INVESTMENTS – SHARES IN GROUP UNDERTAKINGS (CONTINUED)

During the year the company purchased 1,220,000 ordinary shares in RI Vietnam (Singapore) Pte Ltd for the value of £753,840 and 2,724,500 ordinary shares in Rentokil Initial Asia Pacific Management Pte Ltd for the value of £1,387,804

At year end the value of the investment in RI Vietnam (Singapore) Pte was tested for impairment and was found to be impaired by £1,936,696 to £nil because the net present value of the discounted future cashflows for the years 2012 to 2017, using a discount rate of 8.5% and a growth rate of 3.5%, was less than £nil

At year end the value of investments in Rentokil Enguard Korea Co Limited was also found to be impaired by £1,356,283

The investments held by the company at 31 December 2011 were ordinary shares in the following companies

| Name | Country of incorporation | Holding |
|--|---------------------------------|----------------|
| Initial Hygiene Co Ltd | Taiwan | 100% |
| Rentokil Ding Sharn Company Limited | Taiwan | 100% |
| RI Vietnam (Singapore) Pte Ltd | Singapore | 100% |
| Rentokil Enguard Korea | Korea | 100% |
| Rentokil Initial Asia Pacific Management Pte Ltd | Singapore | 100% |

Rentokil Initial Asia Pacific Management Pte Ltd is an intermediate holding company for two operating subsidiaries in India and Singapore. RI Vietnam (Singapore) Pte Ltd is an intermediate holding for two subsidiaries in Vietnam

6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | <u>2011</u> £ | <u>2010</u> £ |
|------------------------------------|--------------------------------|--------------------------------|
| Amounts owed to group undertakings | 20,321,162 | 18,158,145 |
| | <u>20,321,162</u> | <u>18,158,145</u> |

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

7. SHARE CAPITAL

| | <u>2011</u> £ | <u>2010</u> £ |
|---------------------------------|--------------------------------|--------------------------------|
| ALLOTTED AND FULLY PAID: | | |
| 2 ordinary shares of £1 each | 2 | 2 |

8. RESERVES

| | <u>Profit & Loss Account</u> £ |
|-------------------------------|---|
| As at 1 January 2011 | (2,531,663) |
| Loss for the financial year | (3,314,354) |
| <u>As at 31 December 2011</u> | <u>(5,846,017)</u> |

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NOTES TO FINANCIAL STATEMENTS (CONTINUED)

9. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

| | <u>2011</u> £ | <u>2010</u> £ |
|--------------------------------------|-------------------------|-------------------------|
| Loss after taxation | (3,314,354) | (211,918) |
| Opening shareholders' deficit | (2,531,661) | (2,319,743) |
| <u>Closing shareholders' deficit</u> | <u>(5,846,015)</u> | <u>(2,531,661)</u> |

10. POST BALANCE SHEET EVENT

On 31 August 2012 Rentokil Initial Korea Limited issued 27,539 shares to Rentokil Initial Asia Pacific Limited at par value of KRW 5,000 as consideration for the purchase of the entirety of the shareholdings of Rentokil Enguard Korea Co Limited. The total consideration amounted to £77,680 (KRW 137,695,000) using a conversion rate of KRW 1,772.5805 to £1.

11. ULTIMATE PARENT COMPANY

The company's immediate parent company is BET Finance Limited. The company's ultimate parent company is Rentokil Initial plc, which forms the only group into which the financial statements of the company are consolidated. The consolidated financial statements of Rentokil Initial plc are available from 2 City Place, Beehive Ring Road, Gatwick Airport, West Sussex RH6 0HA.