Registration number: 04605519

Shell Chemicals Support Services Asia Limited

Annual Report

and

Financial Statements

For the year ended 31 December 2018



Contents

Director's report	1 to 3
Independent Auditor's report	4 to 6
Profit and loss account	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10 to 18

Director's report for the year ended 31 December 2018

The Director presents her report and the financial statements of Shell Chemicals Support Services Asia Limited (also referred to as the "Company") for the year ended 31 December 2018. The Company has taken the advantage of the small companies' exemption available under section 415A and 414B of the Companies Act 2006 and has not prepared a strategic report nor given certain disclosures in the Directors' report from which it is exempt.

The Company is one of the entities within the "Shell Group". In this context the term "Shell Group" and "Companies of the Shell Group" or "Group companies" means companies where Royal Dutch Shell plc, either directly or indirectly, is exposed to, or has rights to, variable returns from its involvement with the Company and has the ability to affect those returns through its power over the Company. Companies in which Group companies have significant influence but not control are classified as "Associated companies". Royal Dutch Shell plc, a company incorporated in England and Wales, is known as the "Parent Company" of the Shell Group. In this Report "Shell", "Shell Group" and "Royal Dutch Shell" are sometimes used for convenience where references are made to Royal Dutch Shell and its subsidiaries in general. These expressions are also used where no useful purpose is served by identifying the particular company or companies.

The Director's report and audited financial statements of the Company have been prepared in accordance with the Companies Act 2006.

Business review

The principal activity of Shell Chemicals Support Services Asia Limited is the provision of non-technical support services for the CNOOC and Shell Petrochemicals Company Limited Joint Venture ("CSPC").

The original contract between CSPC and the Company envisaged services until 31 October 2012, however a reduced number of services were still required by CSPC. Accordingly, the Company entered into a new marketing contract with CSPC from 1 November 2012 to provide advice on health and safety issues and any other services requested by CSPC. The new marketing contract excluded the general services, IT related services and provision of international staff which were part of the original contract and moved from a fixed fee basis to fees from specific work orders only. The contract was valid till 31 October 2017 and has not been renegotiated.

The management does not intend for the Company to undertake alternative activities. Hence, the Company has been identified for liquidation. Consequently, the financial statements have not been prepared on a going concern basis.

The Company's loss for the financial year was £11,000 (2017: £11,000).

Dividends

No dividends were paid during the year (2017: £nil).

Director's report for the year ended 31 December 2018 (continued)

Future Outlook

As noted in the "Business Review" section above, the Company is in the process of liquidation expected to be initiated in 2019.

Director of the Company

The Director, who held office during the year, and to the date of this report was as follows: Nicola Simpson

Financial risk management

The Company's Director is required to follow the requirements of Shell Group risk management policies, which include specific guidelines on the management of market, credit and liquidity risk, and advice on the use of financial instruments to manage them. Shell Group risk management policies can be found in the Group Report (see pages 82 to 83 and note 19).

Statement of Director's responsibilities

The Director acknowledges her responsibility for preparing the Director's report, and the Company's financial statements in accordance with applicable law and regulations.

Company law requires the Director to prepare financial statements for each financial year. Under that law the Director has elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). Under company law the Director must not approve the financial statements unless she is 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 Director is required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether United Kingdom Generally Accepted Accounting Practice including FRS 101 has been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the Financial Statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business. As indicated in the "Business Review" under the Director's Report and Note 1 to the Financial Statements, the current year Financial Statements have not been prepared on a going concern basis and have instead been prepared on a break up basis.

The Director is 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 her to ensure that the Financial Statements comply with the Companies Act 2006. She is 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.

Director's report for the year ended 31 December 2018 (continued)

Statement of Director's responsibilities (continued)

Disclosure of information to the auditor

The Director has taken steps that she ought to have taken as a Director in order to make herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information. The Director confirms that there is no relevant information that she knows of and of which she knows the auditor is unaware.

25 February 2019
Approved by the Director on and signed on its behalf by:

Juwon Osundina

Authorised Signatory for Shell Corporate Secretary Limited

Company secretary

Independent Auditor's report to the Member of Shell Chemicals Support Services Asia Limited

Opinion

We have audited the financial statements of Shell Chemicals Support Services Asia Limited (the "Company") for the year ended 31 December 2018, which comprise the Profit and loss account, Balance sheet, Statement of changes in equity, and the related notes 1 to 11, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice). As disclosed in Note 1 to the Financial Statements, these Financial Statements have been prepared on a break up basis.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter - financial statements prepared on a basis other than going concern

We draw attention to note 1 to the financial statements which explains that the director intends to liquidate the Company and therefore does not consider it to be appropriate to adopt the going concern basis of accounting in preparing the financial statements. Accordingly, the financial statements have been prepared on a break up basis as described in note 1. Our opinion is not modified in this respect of this matter.

Independent Auditor's report to the Member of Shell Chemicals Support Services Asia Limited (continued)

Other information

The other information comprises the information included in the annual report set out on pages 1 to 3, other than the financial statements and our auditor's report thereon. The Director is responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Director's report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Director's report.

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 Director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Director was not entitled to take advantage of the small companies' exemptions in preparing the Director's report and from the requirement to prepare a Strategic report.

Independent Auditor's report to the Member of Shell Chemicals Support Services Asia Limited (continued)

Responsibilities of the Director

As explained more fully in the Statement of Director's responsibilities set out on page 2, the Director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Director determines 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 Director is 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 Director either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's 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 auditor's 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 Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's member, 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 member those matters we are required to state to them in an auditor's 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 member as a body, for our audit work, for this report, or for the opinions we have formed.

William Testa (Senior Statutory Auditor)

For and on behalf of Ernst & Young LLP, Statutory Auditor

London

Date: 27 February 2019

Profit and loss account for the year ended 31 December 2018

Discontinued Operations

	Note	2018 £ 000	2017 £ 000
Turnover	3	3	42
Cost of sales		(3)	(42)
GROSS RESULT		-	-
Administrative expenses		(14)	(13)
OPERATING LOSS	6	(14)	(13)
LOSS BEFORE INTEREST AND TAXATION		(14)	(13)
Interest receivable and similar income	4	2	1
Interest payable and similar charges	5	(1)	(2)
LOSS BEFORE TAXATION		(13)	(14)
Tax credit	. 8	2	3.
LOSS FOR THE YEAR		(11)	(11)

The loss for the current year and the prior year are equal to the total comprehensive income and accordingly a statement of comprehensive income has not been presented.

(Registration number: 04605519) Balance sheet as at 31 December 2018

	Note	2018 £ 000	2017 £ 000
Current assets			
Debtors	9	567	577
Creditors: Amounts falling due within one year	10	(4)	(3)
Total assets less current liabilities		563	574
Net assets		563	574
Equity			
Called up share capital	· 11	564	564
Profit and loss account		(1)	10
Total equity		563	574
The financial statements on pages 7 to 18 were authorised	for issue by the D	Director on	ruary 2019

Mcola Simpson

Nicola Simpson

Director

Statement of changes in equity for the year ended 31 December 2018

	Called up Share Capital £ 000	Profit and loss account £ 000	Total £ 000
Balance as at 01 January 2017	564	21	585
Loss for the year		(11)	(11)
Balance as at 31 December 2017	564	10	574
Balance as at 01 January 2018	564	10	574
Loss for the year		(11)	(11)
Balance as at 31 December 2018	564	(1)	563

Notes to the financial statements for the year ended 31 December 2018

General information

The Company is a private company limited by share capital incorporated in England and Wales. The address of its registered office is: Shell Centre, London, SE1 7NA, United Kingdom.

1 Accounting policies

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework, which involves the application of International Financial Reporting Standards ("IFRS") with a reduced level of disclosure. The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006.

As described in the Director's Report, in the light of the Company's expected dissolution in 2019, these Financial Statements have not been prepared on a going concern basis and have instead been prepared on a break up basis. This has resulted in all assets and liabilities being classified as short term as the intention is to settle all balances within 12 months after the reporting date. There is no other material impact on the measurement or recognition of balances arising from the preparation of accounts on a basis other than going concern.

As applied to the Company, there are no material differences between EU endorsed IFRS and IFRS as issued by the International Accounting Standards Board.

The accounting policies have been consistently applied.

New standards applied

The adoption of IFRS 9 and IFRS 15 has had no material impact on the Company's retained earnings or balance sheet as at 1 January 2018.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

Notes to the financial statements for the year ended 31 December 2018 (continued)

1 Accounting policies (continued)

The following exemptions from the disclosure requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7, 'Financial Instruments: Disclosures'
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of paragraph 79(a)(iv) of IAS 1 'Presentation of financial statements'.
- The following paragraphs of IAS 1, 'Presentation of financial statements':
- (i) 10(d), (statement of cash flows);
- (ii) 10(f) (a balance sheet as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements);
- (iii) 16 (statement of compliance with all IFRS);
- (iv) 38A (requirement to present a minimum of two statements for each of the primary financial statements, including cash flow statements and related notes);
- (v) 38B-D (additional comparative information);
- (vi) 40A-D (requirements for a third balance sheet);
- (vii) 111 (cash flow statement information); and
- (viii) 134-136 (capital management disclosures)
- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 and of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more wholly owned members of a group.
 - (i) paragraph 79(a)(iv) of IAS 1 'Presentation of financial statements';
 - (ii) paragraph 73(e) of IAS 16 'Property, plant and equipment';
 - (iii) paragraph 118(e) of IAS 38 'Intangible assets' (reconciliation between the carrying amount at the beginning and end of the period)
- The following paragraphs of IFRS 15, 'Revenue from Contracts with Customers'
- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 and 18A of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more wholly owned members of a group.

Notes to the financial statements for the year ended 31 December 2018 (continued)

1 Accounting policies (continued)

Consolidation

The immediate parent company is Shell Overseas Holdings Limited.

The ultimate parent company and controlling party is Royal Dutch Shell plc, which is incorporated in England and Wales. Royal Dutch Shell plc is the parent undertaking of the smallest and largest group to consolidate these accounts.

The consolidated accounts of Royal Dutch Shell plc are available from:

Royal Dutch Shell plc Tel: +31 888 800 844 email: order@shell.com

Registered office: Shell Centre, London, SE1 7NA

Taxation

Tax is recognised in profit or loss, except that the tax attributable to an item of income or expense recognised as other comprehensive income directly in other comprehensive income or directly in equity.

Current tax

The current income tax credit is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date for tax payable to HM Revenue and Customs, or for group relief to surrender to or to be received from other Group undertakings, and for which payment may be requested.

Foreign currency translation

Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Pounds Sterling (£), which is also the Company's functional currency.

Notes to the financial statements for the year ended 31 December 2018 (continued)

1 Accounting policies (continued)

Financial instruments

Financial Assets

Financial assets are classified at initial recognition and subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). The classification of financial assets is determined by the contractual cash flows and where applicable the business model for managing the financial assets.

A financial asset is measured at amortised cost if the objective of the business model is to hold the financial asset in order to collect contractual cash flows and the contractual terms give rise to cash flows that are solely payments of principal and interest. Financial assets at amortised cost are initially recognised at fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset. Subsequently the financial asset is measured using the effective interest method less any impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. All equity instruments and other debt instruments are recognised at fair value. For equity instruments, on initial recognition, an irrevocable election (on an instrument-by-instrument basis) can be made to designate these as at FVOCI (without recycling to profit and loss) instead of FVTPL. Dividends received on equity instruments are recognised as other income in profit or loss when the right of payment has been established, except when the company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income.

Investments in securities

Investments in securities (also referred to as "securities") comprise equity and debt securities. Equity securities are recognised at FVOCI (without recycling). On sale, net gains and losses previously accumulated in other comprehensive income are transferred to retained earnings. Debt securities are recognised at fair value with unrealised holding gains and losses recognised in OCI. On sale, net gains and losses previously accumulated in OCI are recognised in income.

Impairment of financial assets

The impairment requirements for expected credit losses are applied to financial assets measured at amortised cost, financial assets measured at FVOCI and financial guarantees contracts to which IFRS 9 is applied and that are not accounted for at FVTPL and lease receivables under IFRS 15 that give rise to a conditional right to consideration. If the credit risk on the financial asset has increased significantly since initial recognition, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses. In other instances, the loss allowance for the financial asset is measured at an amount equal to the twelve month expected credit losses (ECLs). Changes in loss allowances are recognised in profit and loss. For trade debtors that do not contain a significant financing component, the simplified approach is applied recognising expected lifetime credit losses from initial recognition.

Notes to the financial statements for the year ended 31 December 2018 (continued)

1 Accounting policies (continued)

Financial Liabilities

Financial liabilities are measured at amortised cost, unless they are required to be measured at FVTPL, such as instruments held for trading, or the Company has opted to measure them at FVTPL. Debt and trade creditors are recognised initially at fair value based on amounts exchanged, net of transaction costs, and subsequently at amortised cost. Interest expense on debt is accounted for using the effective interest method and is recognised in income.

Derivative contracts

Derivative contracts are held at fair value. Gains or losses arising from changes in fair value are recognised in the profit and loss account within interest income or expenses in the period in which they arise.

Turnover

Turnover represents amounts receivable (excluding value added tax) for the supply of services to Group and Associated companies provided in the ordinary course of business which is recognised when the cost are incurred and services are delivered.

Netting off policy

Balances with other companies of the Shell Group are stated gross, unless both of the following conditions are met:

- Currently there is a legally enforceable right to set off the recognised amounts; and
- There is intent either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2 Critical accounting judgements and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Notes to the financial statements for the year ended 31 December 2018 (continued)

2 Critical accounting judgements and key sources of estimation uncertainty (continued)

Provision for expected credit losses of debtors

Loss on currency translation - Financial

For intra-group trade debtors, the Company uses an internal credit rating to determine the probability of default. Internal credit ratings are based on methodologies adopted by independent credit rating agencies, therefore the internal ratings already consider forward looking information.

3 Turnover

The analysis of the Company's turnover for the year from discontinued operations is as follows:

Rendering of services	2018 £ 000 3 3	2017 £ 000 42 42
Geographical market		
Turnover comprises the rendering of services to the joint venture located	in China.	
4 Interest receivable and similar income		
	2018 £ 000	2017 £ 000
Interest from Group undertakings:		
Fellow subsidiary undertakings	2	1
	2	1
5 Interest payable and similar charges		

2018

£ 000

(1) (1) 2017

£ 000 (2)

(2)

Notes to the financial statements for the year ended 31 December 2018 (continued)

6 Operating loss

The Company had no employees during 2018 (2017: none).

The Director received no emoluments (2017: none) in respect of her services to the Company.

7 Auditor's remuneration

The Auditors' remuneration of £3,000 (2017: £8,500) in respect of the statutory audit was borne by Shell International Limited for both the current and preceding years.

8 Tax on loss

Tax credit in the profit and loss account

The tax credit for the year of £ 2,431 (2017: £2,600) is made up as follows:

	2018 £ 000	2017 £ 000
Current taxation		
UK corporation tax	(2)	(3)
Total current tax credit	(2)	(3)
Total deferred tax charge		
Tax credit in the profit and loss account	(2)	(3)

Notes to the financial statements for the year ended 31 December 2018 (continued)

8 Tax on loss (continued)

Reconciliation of total tax credit

The tax on loss before tax for the year is the same as the standard rate of corporation tax in the UK of 19.00% (2017 - 19.25%).

The differences are reconciled below:

•	2018 £ 000	2017 £ 000
Loss before tax	13	14
Tax on loss calculated at standard rate (2018- 19.00%) (2017-19.25%)	(2)	(3)
Total tax credit	<u>(2)</u>	(3)

UK Finance Act (No 2) Act 2015 which introduced reductions in the UK corporation tax rate to 19% effective from 1 April 2017 and to 18% effective from 1 April 2020 was enacted on 15 November 2015.

UK Finance Act 2016 which introduced further reductions in the UK corporation tax rate to 17% effective 1 April 2020 was enacted on 15 September 2016.

9 Trade and other debtors

Debtors: amounts due within one year

	£ 000	£ 000
Amounts owed by Group undertaking:		
Parent undertaking	-	43
Fellow subsidiary undertaking	559	527
Tax receivable	8	7
	567	577

Notes to the financial statements for the year ended 31 December 2018 (continued)

9 Trade and other debtors (continued)

The amount owed by a fellow subsidiary undertaking at 31 December 2018 is £560,000 (2017: £527,000) which represents cash balance deposit with Shell Treasury Centre Limited, which provides banking services to the Company.

Amount owed by the Group Undertaking is payable upon demand.

No assets were assessed as credit impaired.

The Company has recorded all financials assets at amortised cost.

10 Creditors: amounts falling due within one year

	2018	2017
	£ 000	£ 000
Amount owed to Group undertakings		
Fellow subsidiary undertakings	(4)	(3)
	(4)	(3)
44.6.9.1.1.2.2.1		

11 Called up share capital

Allotted, called up and fully paid shares

	No.	£ 000	No.	£ 000
Ordinary Shares of £1 each	564,000	564	564,000	564