

Weir Group (Overseas Holdings) Limited

Report and Accounts

27 December 2002

Registered No: 54821 (Scotland)



Directors' Report

The directors submit their annual report together with the audited accounts of the company for the 52 weeks ended 27 December 2002.

Principal activities

The company is principally engaged in the acquisition and retention of investments, rights or interests in other companies outwith the United Kingdom.

Results and dividend

The profit for the year after taxation amounted to £1,765,726. It is recommended that no dividend is paid leaving £1,765,726 to be transferred to reserves.

Review and future developments

The directors intend to seek out and pursue attractive opportunities in new areas of business where sustainable growth can be achieved.

Directors

The directors during the year were:

I M Boyd
M Selway
A W F Mitchelson

Directors' interests

No director had during or at the end of the year any material interest in any contract of significance in relation to the company's business.

No director had an interest in the share capital of the company during the year.

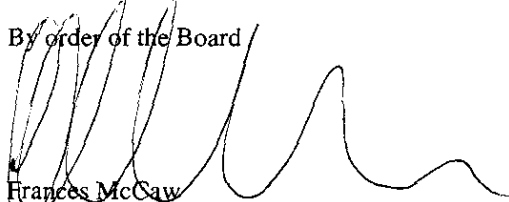
The interests of the directors in the share capital of The Weir Group PLC as at 27 December 2002 and at the end of the preceding financial year are given in the report of the directors of The Weir Group PLC for the 52 weeks ended 27 December 2002.

No director had an interest in the loan notes of The Weir Group PLC or in the shares or loan stock of any subsidiary of The Weir Group PLC.

Auditors

A resolution to reappoint Ernst & Young LLP as the company's auditors will be put to the forthcoming Annual General Meeting.

By order of the Board


Frances McCaw
Secretary

3 March 2003

Statement of Directors' Responsibilities in Respect of the Accounts

Company law requires the directors to prepare accounts for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for the period. In preparing those accounts, the directors are required to select suitable accounting policies and then apply them consistently; make judgements and estimates that are reasonable and prudent; and whether applicable accounting standards have been followed 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and which enable them to ensure that the accounts 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.

Independent auditors' Report to the members of Weir Group (Overseas Holdings) Limited

We have audited the company's accounts for the 52 weeks ended 27 December 2002 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet, Cash Flow Statement and the related notes 1 to 12. These accounts have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 if, in our opinion, the Directors' Report is not consistent with the financial statements, if 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 transactions with the company 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.

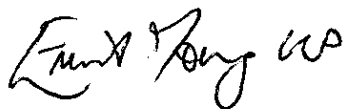
Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards 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 judgements 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 accounts give a true and fair view of the state of affairs of the company as at 27 December 2002 and of its profit for the 52 weeks then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young LLP
Registered Auditor
Glasgow

3 March 2003

Profit and Loss Account

For the 52 weeks ended 27 December 2002

	<i>Note</i>	2002 £	2001 £
Exchange gains/(losses)		1,875	(14,784)
Sundry expenses		(937)	(7,864)
Operating profit/(loss)		<u>938</u>	<u>(22,648)</u>
Gain on sale of investment		882,744	996,395
Dividends received		1,756,240	731,531
Interest receivable		-	9,886
Interest payable		(661,049)	(124,689)
Profit on ordinary activities before tax		<u>1,978,873</u>	<u>1,590,475</u>
Tax (charge)/credit on profit on ordinary activities	3	(213,147)	2,097,863
Profit on ordinary activities after tax		<u>1,765,726</u>	<u>3,688,338</u>
Dividends payable		-	(8,008,025)
Transfer to/(from) reserves		1,765,726	(4,319,687)
Retained profit brought forward		15,973,756	20,293,443
Retained profit carried forward		<u><u>17,739,482</u></u>	<u><u>15,973,756</u></u>

Statement of Total Recognised Gains and Losses

For the 52 weeks ended 27 December 2002

There are no recognised gains or losses other than the profit on ordinary activities after tax of £1,765,726 in the 52 weeks ended 27 December 2002 and £3,688,338 in the 52 weeks ended 28 December 2001.

Balance Sheet

at 27 December 2002

	Note	2002 £	2001 £
Fixed assets			
Investments	4	22,895,257	23,555,211
Current assets			
Amounts owed by group companies		4,740,693	1,555,338
Sundry debtors	5	1,875	2,213,216
Cash at bank and in hand		2,091	2,091
		4,744,659	3,770,645
Creditors: amounts falling due within one year	6	100,317	1,551,983
Net current assets		4,644,342	2,218,662
Total assets less current liabilities		27,539,599	25,773,873
Creditors: amounts falling due after more than one year			
Loan from group companies		9,800,017	9,800,017
		17,739,582	15,973,856
Capital and reserves			
Called up share capital	7	100	100
Profit and loss account		17,739,482	15,973,756
	8	17,739,582	15,973,856

I M Boyd

AWF Mitchelson

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) Directors
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3 March 2003

Statement of Cash Flows

For the 52 weeks ended 27 December 2002

	Note	2002 £	2001 £
Net cash outflow from operating activities	9(a)	(4,075,862)	(1,438,345)
Dividends from joint venture		829,170	655,630
Returns on investments and servicing of finance	9(b)	264,205	(38,902)
Taxation		2,018,743	2,039,737
Capital expenditure and financial investment	9(b)	963,744	7,355,797
Dividends paid		-	(8,008,025)
Cash flow before liquid resources and financing		-	565,892
Financing - group loan capital advanced		-	(565,111)
Increase in cash		-	781

Reconciliation of net cash flow to movement in net debt

	2002 £	2001 £
Increase in cash	-	781
Cash flow from group loan capital advanced	-	565,111
Change in net debt resulting from cash flows	-	565,892
Exchange	-	(14,784)
Movement in net debt	-	551,108
Net debt at 28 December 2001	(9,747,927)	(10,299,035)
Net debt at 27 December 2002	(9,747,927)	(9,747,927)

The analysis of net debt is included in note 9(c).

Notes to the Accounts

at 27 December 2002

1. Accounting policies

Basis of preparation

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

Group accounts

Group accounts are not prepared as the company is a wholly owned subsidiary of another body corporate. Unless otherwise stated, references to "subsidiaries" and "associates" are to be taken as references to subsidiary undertakings and associated undertakings respectively.

Foreign currency

Transactions in foreign currencies are converted at the rate ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates ruling at the balance sheet date. Differences on exchange are dealt with through the profit and loss account as they arise. Investments in subsidiaries are stated at original cost.

Investment income

Investment income is included at the amount of cash received or receivable plus withholding tax.

2. Directors and employees

The company had no employees in 2002 (2001: Nil).

No directors received any emoluments for either 2002 or 2001 in respect of services to the company.

3. Taxation

	2002 £	2001 £
Charge/(credit) based on the results of the year:		
UK taxation		
Corporation tax	447,471	194,515
Double tax relief		
Overseas withholding tax suffered	(397,797)	(2,329,378)
	49,674	(2,134,863)
Adjustment to prior years	163,473	37,000
	213,147	(2,097,863)

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 30%. The actual tax charge for the current year is below the standard rate for the reasons set out in the following reconciliation.

	2002 £	2001 £
Profit on ordinary activities before tax	1,978,873	1,590,475
Tax on profit on ordinary activities at standard rate	593,662	477,143
<i>Factors affecting charge for the period:</i>		
Gain on sale of Group Company	(264,823)	(298,919)
Grossing up of dividends	118,632	9,759
Expenses not deductible for tax purposes	-	6,532
	447,471	194,515

Notes to the Accounts

at 27 December 2002

4. Fixed asset investments

	<i>Group companies shares</i>	<i>Other group interests capital</i>	<i>Loans</i>	<i>Associates</i>	<i>Total</i>
	£	£	£	£	£
At 28 December 2001	6,736,651	16,712,636	50,000	55,924	23,555,211
Exchange	(578,954)	-	-	-	(578,954)
Disposals	(81,000)	-	-	-	(81,000)
At 27 December 2002	6,076,697	16,712,636	50,000	55,924	22,895,257

The company has an interest in the following:

	<i>Country of incorporation</i>	<i>Class of shares held</i>	<i>Percentage held</i>
<i>Subsidiaries</i>			
The Weir Group International S.A.	Switzerland	Equity	100
Strachan & Henshaw Australia Pty Limited	Australia	Equity	100
Weir Holdings (Jersey) Limited	Jersey	Equity	100
Weir Envig Holdings (Pty) Limited	South Africa	Equity	100
<i>Associate</i>			
Howden Weir Pty Limited	South Africa	Equity	50
<i>Joint venture</i>			
Wesco Abu Dhabi L.L.C.	UAE	Equity	49
	<i>Country of registration</i>	<i>Investment interest</i>	<i>Percentage interest</i>
<i>Limited partnership *</i>			
Weir Group LP	USA	Partnership capital account	60

* The interest of Weir Group (Overseas Holdings) Limited in Weir Group LP is that of general partner.

5. Debtors

	2002	2001
	£	£
Other debtors	1,875	-
Corporation tax recoverable	-	2,213,216
	1,875	2,213,216

Notes to the Accounts

at 27 December 2002

6. Creditors: amounts falling due within one year

	2002	2001
	£	£
Other creditors	47,570	1,516,094
Accruals	3,200	3,200
Corporation tax	18,674	-
Amounts owed to group companies	30,873	32,689
	<u>100,317</u>	<u>1,551,983</u>

7. Share capital

	2002	2001
	£	£
Authorised share capital:		
Ordinary shares of £1 each	14,000,000	14,000,000
	<u> </u>	<u> </u>
Allotted, called up and fully paid:		
Ordinary shares of £1 each	100	100
	<u> </u>	<u> </u>

8. Reconciliation of movements in shareholders' funds

	2002	2001
	£	£
Total recognised gains and losses	1,765,726	3,688,338
Dividends	-	(8,008,025)
	<u> </u>	<u> </u>
Net addition/(reduction) to shareholders' funds	1,765,726	(4,319,687)
Opening shareholders' funds	15,973,856	20,293,543
	<u> </u>	<u> </u>
Closing shareholders' funds	17,739,582	15,973,856
	<u> </u>	<u> </u>

Shareholders' funds are entirely attributable to equity interests.

Notes to the Accounts

at 27 December 2002

9. Statement of cash flows

	2002 £	2001 £
(a) Reconciliation of operating loss to net cash outflow from operating activities:		
Operating profit/(loss)	938	(22,648)
Exchange (gain)/loss	(1,875)	14,784
Funds absorbed by operations	(937)	(7,864)
(Decrease)/(increase) in creditors	(889,570)	32,689
(Increase)/decrease in debtors	(3,185,355)	(1,463,170)
Increase in working capital	(4,074,925)	(1,430,481)
Net outflow from operating activities	(4,075,862)	(1,438,345)
(b) Analysis of cash flow for headings netted in the cash flow statement		
	2002 £	2001 £
Returns on investments and servicing of finance:		
Interest received	-	-
Group interest (paid)/received	(662,865)	(22,803)
Dividends received from subsidiaries	927,070	75,901
Other interest paid	-	(92,000)
	264,205	(38,902)
Capital expenditure and financial investment :		
Sale of investments	963,744	7,355,797
(c) Analysis of net debt:		
	At 28 December	At 27 December
	2001	2002
	£	£
Cash at bank and in hand	2,091	2,091
Group loan capital	(9,750,018)	(9,750,018)
	(9,747,927)	(9,747,927)

Notes to the Accounts

at 27 December 2002

10. Contingent liabilities

The company has given a guarantee in relation to the overdraft and loan facilities extended to the Weir Group PLC and certain subsidiaries. The net debt of the other companies party to these facilities at 27 December 2002 amounted to £63,914,000 (2001: net debt £87,638,000).

11. Transactions with related parties

The company has taken advantage of the exemption in FRS 8 from disclosing transactions with related parties that are a part of The Weir Group PLC group.

12. Ultimate parent company

The directors consider that The Weir Group PLC (registered in Scotland) is the company's ultimate parent company. This is the only parent undertaking for which group accounts are drawn up and of which the company is a member. The address from which copies of these group accounts are available to the public is: The Weir Group PLC, 149 Newlands Road, Cathcart, Glasgow, G44 4EX.