

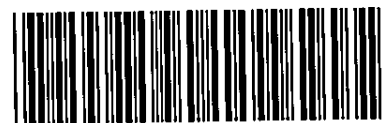
Weir Group (Overseas Holdings) Limited

Report and Financial Statements

30 December 2011

Registered No: SC054821

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Directors' report

The directors present their annual report together with the audited financial statements of Weir Group (Overseas Holdings) Limited ("the Company") (Registered Number SC054821) for the 52 weeks ended 30 December 2011.

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 dividends

The loss for the period after taxation amounted to £5,785,000 (2010: profit £15,692,000).

No dividend was paid during the year (2010: £18,000,000).

Financial risk management objectives and policies

The Company's principal financial instruments comprise inter group loans, amounts due to and from the parent and other group companies and cash at bank. The principal financial risks to which the Company is exposed are those relating to credit, liquidity and interest rate. These risks are managed in accordance with Board approved policies.

Credit risk

The credit risk on liquid funds is limited because the counter parties are banks with high credit ratings assigned by international credit-rating agencies. There is no credit risk associated with the Company's inter group receivables.

Liquidity risk

The Company obtains funding for its operations via the Group's bank facilities. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and bank loans.

Interest rate risk

The Company has inter group loans which have fixed rates of interest for a variety of periods from monthly to annual and cash at bank which is subject to variable rates of interest. Interest rate risk is regularly monitored and is not considered to be material at present.

Going Concern

The Company is ultimately owned by The Weir Group PLC and it participates in the Group's centralised treasury arrangements and so shares banking facilities with its parent companies and fellow subsidiaries. As a consequence, the Company depends, in part, on the ability of the Group to continue as a going concern. The directors have considered the Company's funding relationship with The Weir Group PLC to date and have considered available relevant information relating to The Weir Group PLC's ability to continue as a going concern. In addition, the directors have no reason to believe that The Weir Group PLC will not continue to fund the Company, should it become necessary, to enable it to continue in operational existence.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the financial statements.

Directors' report (continued)

Directors

The directors during the year were:

A W F Mitchelson
M J Kelly
J A Stanton

Directors indemnities

The Company's Articles of Association contain a provision that every director or other officer shall be indemnified against all losses and liabilities which they may incur in the course of acting as directors (or officers as the case may be) permitted by the Companies Act 2006. These indemnities are uncapped in amount. The Company's holding company maintained directors and officers liability insurance throughout 2011 in respect of the Company's directors and officers.

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 he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

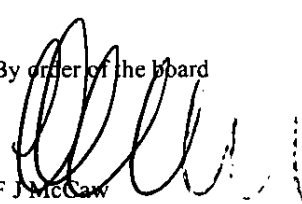
Annual General Meeting

There was no annual general meeting held in the year, as permitted by the Companies Act 2006.

Auditors

The auditors, Ernst & Young LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006. Ernst & Young LLP have indicated their willingness to continue in office.

By order of the board



F J McCaw
Secretary
7 June 2012

Statement of directors' responsibilities in respect of 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 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). 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 accounting 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 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 auditor's report to the members of Weir Group (Overseas Holdings) Limited

We have audited the financial statements of Weir Group (Overseas Holdings) Limited for the 52 weeks 30 December 2011 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom 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 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 30 December 2011 and of its loss for the 52 weeks 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.

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.

Independent auditor's report to the members of Weir Group (Overseas Holdings) Limited (continued)

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.



Hywel Ball (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Glasgow

7 June 2012

Weir Group (Overseas Holdings) Limited

Profit and loss account

for the 52 weeks ended 30 December 2011

	<i>Notes</i>	2011 £000	2010 £000
Administration expenses		(2,904)	(2,895)
Exchange loss		(220)	(48)
Operating loss	3	(3,124)	(2,943)
Amount owed to subsidiary undertaking forgiven		-	950
Provision for amounts due from subsidiary undertakings		(106)	(1,209)
Provision for impairment of investment		-	(1,095)
Dividends received		6,312	25,801
Interest receivable	4	332	972
Interest payable	5	(9,309)	(9,984)
(Loss)/ profit on ordinary activities before tax		(5,895)	12,492
Tax on (loss)/ profit on ordinary activities	6	110	3,200
(Loss)/ profit for the period	13	(5,785)	15,692

The Company's results for the period and the prior period were earned from continuing operations.

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

Statement of total recognised gains and losses

for the 52 weeks ended 30 December 2011

	2011 £000	2010 £000
(Loss)/ profit for the period	(5,785)	15,692
Exchange gain on retranslation of goodwill	39	60
Exchange loss on retranslation of foreign currency borrowings	(560)	(3,645)
Exchange gain/ (loss) on retranslation of foreign currency derivatives	694	(2,323)
Exchange (loss)/ gain on retranslation of foreign equity investment	(134)	5,968
Total recognised gains and (losses)	(5,746)	15,752

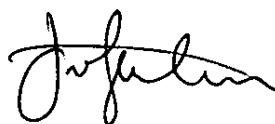
Weir Group (Overseas Holdings) Limited

Balance sheet

at 30 December 2011

	Notes	2011 £000	2010 £000
Fixed assets			
Investments	7	225,551	225,685
Intangible assets	8	48,781	51,646
		<u>274,332</u>	<u>277,331</u>
Current assets			
Debtors	9	1,300	4,907
Cash on hand and at bank		<u>12,225</u>	<u>5,920</u>
Total current assets		<u>13,525</u>	<u>10,827</u>
Creditors: amounts falling due within one year	10	(82,611)	(77,725)
Net current liabilities		<u>(69,086)</u>	<u>(68,898)</u>
Total assets less current liabilities		<u>205,246</u>	<u>210,433</u>
Creditors: amounts falling due after more than one year	11	(106,412)	(105,853)
Net assets		<u>98,834</u>	<u>104,580</u>
Capital and reserves			
Called up share capital	12	12,804	12,804
Profit and loss account	13	<u>86,030</u>	<u>91,776</u>
Shareholders' funds	14	<u>98,834</u>	<u>104,580</u>

The financial statements of Weir Group (Overseas Holdings) Limited were approved by the directors and were signed on its behalf by:



J A Stanton
Director

7 June 2012

Notes to the financial statements

for the 52 weeks ended 30 December 2011

1. Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

Group financial statements

In accordance with section 400 of the Companies Act 2006, group financial statements are not prepared as the Company is a wholly owned subsidiary of another body corporate which publishes consolidated accounts.

Cash flow statement

The Company has taken advantage of the provisions of FRS1 (revised) which exempts companies which are part of a group which has published a consolidated cash flow statement from preparing a cash flow statement. Accordingly, no cash flow statement for the Company has been presented.

Derivative financial instruments

The Company uses forward foreign currency contracts to manage its exposure to exchange rate movements. These forward foreign currency contracts are foreign currency transactions on which exchange differences arise and these exchange differences have been recognised in the profit and loss account, except where SSAP 20 has been applied, where the forward currency contracts have been used to reduce the exchange exposure of the foreign currency investments, in which case the exchange differences are recognised in reserves. The discount/premium on the forward foreign currency contracts is amortised over the period of the contracts in the profit and loss account.

Goodwill

Purchased goodwill arising on acquisitions of businesses since 1 January 1998 is capitalised, classified as an asset on the balance sheet and amortised on a straight line basis over its useful economic life up to a presumed maximum of 20 years. It is reviewed for impairment at the end of the first full financial year following acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

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 with the following exception.

The Company has foreign equity investments which have been financed by foreign currency borrowings. In accordance with SSAP20, exchange on the foreign currency borrowings which were used to finance the acquisition is matched with the exchange movement on the equivalent portion of the foreign currency investment and is recognised in reserves up to the date of settlement of the foreign currency borrowings. After date of settlement of foreign currency borrowings, the foreign equity investments are treated as a non-monetary asset with no retranslation arising until another foreign currency borrowing is taken out to provide a hedge.

Notes to the financial statements (continued)

for the 52 weeks ended 30 December 2011

1. Accounting policies (continued)

Investments

Investments are held at historical cost less a provision for impairment where required.

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 2011 (2010 : none).

No directors received any emoluments for either 2011 or 2010 in respect of services to the Company.

3. Operating loss

Operating loss is stated after charging:

	2011 £000	2010 £000
Exchange loss	(220)	(48)
Amortisation of goodwill	<u>(2,904)</u>	<u>(2,903)</u>

4. Interest receivable

	2011 £000	2010 £000
Interest receivable from ultimate parent company	-	849
Interest receivable from group undertakings	79	101
Amortisation of forward points on forward contracts	<u>253</u>	<u>22</u>
	<u>332</u>	<u>972</u>

5. Interest payable

	2011 £000	2010 £000
Interest payable to ultimate parent company	9,304	9,474
Bank interest payable	5	294
Other interest payable	<u>-</u>	<u>216</u>
	<u>9,309</u>	<u>9,984</u>

Notes to the financial statements (continued)

for the 52 weeks ended 30 December 2011

6. Taxation

	2011 £000	2010 £000
<i>Current taxation</i>		
UK Corporation tax	(3,169)	(3,317)
Overseas tax charge	119	131
Adjustment to prior years	2,837	(14)
Total current tax	(213)	(3,200)
Deferred tax - Current year	103	-
Tax on profit on ordinary activities	(110)	(3,200)

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 26.5% (2010: 28%). The actual tax credit for the current period is above (2010: below) the standard rate for the reasons set out in the following reconciliation:-

	2011 £000	2010 £000
(Loss)/ profit on ordinary activities before tax	(5,895)	12,492
Tax on (loss)/ profit on ordinary activities at standard rate 26.5% (2010:28%)	(1,562)	3,498
<i>Factors affecting charge for the period</i>		
Grossing up of dividends	119	131
Exempt dividends	(1,673)	(7,224)
Deferred tax asset not recognised	-	40
Sundry disallowable expenses	66	(10)
Impairment of investment	-	379
Adjustment to prior year	2,837	(14)
Current tax credit	(213)	(3,200)

Factors that may affect future tax charges:

A number of changes to the UK corporation tax system were announced in the March 2012 Budget Statement such that the main rate of corporation tax will be reduced by 2% (to 24%) with effect from 1 April 2012. As of that date this change has been substantively enacted. Further 1% cuts have been announced which are expected to result in a 22% rate by April 2014. We expect that these further reductions will not have a material effect on the effective tax rate or on the profit for the year in future periods.

Notes to the financial statements (continued)

for the 52 weeks ended 30 December 2011

7. Fixed asset investments

	Shares in group Companies £000	Joint ventures & Associates £000	Total £000
<i>Cost</i>			
At 1 January 2011	225,033	5,228	230,261
Exchange	(134)	-	(134)
At 30 December 2011	<u>224,899</u>	<u>5,228</u>	<u>230,127</u>
<i>Impairment</i>			
At 1 January 2011 and 30 December 2011	<u>(4,576)</u>	<u>-</u>	<u>(4,576)</u>
<i>Net Book Value</i>			
At 1 January 2011	<u>220,457</u>	<u>5,228</u>	<u>225,685</u>
At 30 December 2011	<u>220,323</u>	<u>5,228</u>	<u>225,551</u>

Notes to the financial statements (continued)

for the 52 weeks ended 30 December 2011

7. Fixed asset investments (continued)

At the year end, the Company held an interest in the following companies:

<i>Subsidiaries</i>	<i>Country of incorporation</i>	<i>Class of shares held</i>	<i>Percentage held</i>
<i>TWG Engineering South Africa (Pty) Limited</i>	<i>South Africa</i>	<i>Ordinary</i>	<i>100%</i>
<i>The Weir Group International S.A.</i>	<i>Switzerland</i>	<i>Ordinary</i>	<i>100%</i>
<i>Weir Group Inc</i>	<i>USA</i>	<i>Ordinary</i>	<i>100%</i>
<i>Weir Minerals East Africa Limited</i>	<i>Tanzania</i>	<i>Ordinary</i>	<i>50%</i>
<i>Weir Group Trading (Shanghai) Co. Ltd</i>	<i>China</i>	<i>Ordinary</i>	<i>100%</i>
<i>Weir Minerals China Co. Limited</i>	<i>China</i>	<i>Ordinary</i>	<i>100%</i>
<i>Weir Valves & Controls (Suzhou) Co Ltd</i>	<i>China</i>	<i>Ordinary</i>	<i>100%</i>
<i>Weir Group African IP Limited</i>	<i>UK</i>	<i>Ordinary</i>	<i>100%</i>
<i>Weir Minerals Africa (Pty) Limited</i>	<i>South Africa</i>	<i>Ordinary</i>	<i>68%</i>
<i>Slurry Holdings Ltd</i>	<i>Malta</i>	<i>Ordinary</i>	<i>100%</i>
<i>Weir SPM Singapore Pte Limited</i>	<i>Singapore</i>	<i>Ordinary</i>	<i>100%</i>
<i>Joint venture</i>	<i>Country of incorporation</i>	<i>Class of shares held</i>	<i>Percentage held</i>
<i>Wesco L.L.C.</i>	<i>UAE</i>	<i>Ordinary</i>	<i>49%</i>
<i>Weir Arabian Metals Company Limited</i>	<i>Saudi Arabia</i>	<i>Ordinary</i>	<i>49%</i>

The Company also indirectly owns a number of subsidiary undertakings. The Company has taken advantage of the exemption under Section 410 (2) of the Companies Act 2006 and a complete list of subsidiary and associated undertakings will be attached to the next annual return of the Company to be filed at Companies House.

Notes to the financial statements (continued)

for the 52 weeks ended 30 December 2011

8. Intangible fixed assets

	Purchased Goodwill £000
Cost	
At 1 January 2011	58,084
Exchange	56
As at 30 December 2011	58,140
Amortisation	
At 1 January 2011	6,438
Exchange	17
Charge for the period	2,904
As at 30 December 2011	9,359
Net Book Value	
At 1 January 2011	51,646
At 30 December 2011	48,781

The purchased goodwill relates to the acquisition of the CH Warman Pump Group for £56,987,849 and the purchase of the business of Loftyman Engineering Limited, a Company registered in Hong Kong for an amount of US\$1.4million.

9. Debtors

	2011 £000	2010 £000
Amounts due from fellow subsidiary undertakings	5,722	6,571
Provisions for amounts due from fellow subsidiary undertakings	(5,616)	(5,510)
Corporation tax receivable	585	3,317
Forward foreign currency contracts	597	488
Other debtors	12	41
	1,300	4,907

Notes to the financial statements (continued)

for the 52 weeks ended 30 December 2011

10. Creditors: amounts falling due within one year

	2011 £000	2010 £000
Sundry creditors	101	100
Bank interest payable	5	153
Deferred consideration	-	96
Forward foreign currency contract	415	3
Deferred tax payable	103	-
Amounts owed to ultimate parent company	81,987	77,373
	<u>82,611</u>	<u>77,725</u>

Amounts owed to ultimate parent company include a £50,000,000 unsecured loan which is repayable on demand with interest being charged at one month London Interbank Offer Rate (LIBOR) plus 50 basis points

11. Creditors: amounts falling due after one year

	2011 £000	2010 £000
Amounts owed to ultimate parent undertaking	<u>106,412</u>	<u>105,853</u>
	<u>106,412</u>	<u>105,853</u>

Amounts owed to ultimate parent company include a \$165,034,888 (£106,412,333) unsecured loan which is repayable in 2013 with interest being charged at a fixed rate of 7.41188%.

12. Share capital

	2011 £000	2010 £000
Allotted, called up and fully paid: 12,804,000 Ordinary shares of £1 each	<u>12,804</u>	<u>12,804</u>

Notes to the financial statements (continued)

for the 52 weeks ended 30 December 2011

13. Profit and loss account

	2011 £000	2010 £000
At the beginning of the period	91,776	94,024
(Loss)/ profit for the period	(5,785)	15,692
Dividend paid	-	(18,000)
Exchange gain on retranslation of goodwill	39	60
Exchange loss on retranslation of foreign currency borrowings	(560)	(3,645)
Exchange gain (loss) on retranslation of foreign currency derivatives	694	(2,323)
Exchange (loss) gain on retranslation of foreign equity investment	(134)	5,968
At the end of the period	86,030	91,776

14. Reconciliation of movements in shareholders' funds

	2011 £000	2010 £000
Opening shareholders' funds	104,580	105,873
(Loss)/ profit for the period	(5,785)	15,692
Dividend paid	-	(18,000)
Exchange gain on retranslation of goodwill	39	60
Exchange loss on retranslation of foreign currency borrowings	(560)	(3,645)
Exchange gain (loss) on retranslation of foreign currency derivatives	694	(2,323)
Exchange (loss) gain on retranslation of foreign equity investment	(134)	5,968
Issue of shares	-	955
Net reduction in shareholders' funds	(5,746)	(1,293)
Closing shareholders' funds	98,834	104,580

15. 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 30 December 2011 amounted to £11,589,000 (2010: £6,932,000).

16. Transactions with related parties

The Company has taken advantage of the exemption in FRS 8 from disclosing transactions with related parties that are wholly owned by The Weir Group PLC group. There have been no transactions with related parties that are non wholly owned by The Weir Group PLC group in the current or previous financial year.

Notes to the financial statements (continued)

for the 52 weeks ended 30 December 2011

17. Ultimate parent company

The directors consider that The Weir Group PLC (registered in Scotland) is the Company's ultimate parent company and ultimate controlling party. This is the only parent undertaking for which group financial statements are drawn up and of which the Company is a member.

The address from which copies of these group financial statements are available to the public is: The Weir Group PLC, Clydesdale Bank Exchange, 20 Waterloo Street, Glasgow, G2 6DB.