

Sindicatum Carbon Capital Services Limited

Company Registration Number: 06245343

Annual Report and Financial Statements

For the year ended 31 December 2013



Sindicatum Carbon Capital Services Limited
Annual Report and Financial Statements
For the year ended 31 December 2013

Director and Advisers

Director:

R Driscoll

Company Secretary

N Kelly

Company registration number

06245343 (incorporated in England and Wales)

Registered office

25 Eccleston Place
London
SW1W 9NF

Independent Auditors:

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

Bankers:

HSBC Bank plc
8 Canada Square
London
E15 5HQ

Sindicatum Carbon Capital Services Limited
Annual report and Financial Statements
For the year ended 31 December 2013

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Sindicatum Carbon Capital Services Limited
Strategic Report
For the year ended 31 December 2013

Business review

The net profit/(loss) for the year ended 31 December 2013 was £217,800 (2012: £(28,029)). As at 31 December 2013, the total assets of the Company were £3,624,685 (2012: £3,671,713) and its net liabilities amounted to £1,858,219 (2012: £2,076,019).

Principal activities

The principal activity of the Company is to provide services to Group companies in the development of projects which reduce greenhouse gas emissions.

Future developments

With the corporate reorganisation, services demanded of the Company by other Group companies in the current year continued to be reduced.

Principal risks

The principal business risk and uncertainties affecting the Company are considered to relate to the level of demand of services and the recoverability of its costs from other Group companies. Its overall risk management programme is covered in more detail in Note 20 of the financial statements.

Key performance indicators ("KPI")

Given the straightforward nature of the business, the Company's Director is of the opinion that analysis using KPIs other than profit is not necessary for an understanding of the development, performance or position of the business.

Sindicatum Carbon Capital Services Limited
Director's Report
For the year ended 31 December 2013

The Director presents his report and audited financial statements of the Company for the year ended 31 December 2013.

Results and dividends

The results for the year are set out on page 5.

The Director does not recommend the payment of dividend (2012: nil).

Directors

The following Director has held office during the year and up to the date of signing the financial statements:

R Driscoll

Third party indemnity provisions

There were no qualifying third party indemnity provisions in place to the benefit of any Directors of the Company at any time within the financial year or to the date of this report.

Going concern

As at 31 December 2013, the Company is in a net liability position. The immediate holding corporation has undertaken to provide continuing financial support to enable the Company to meet its obligations as and when they fall due. Accordingly, the financial statements have been prepared on a going concern basis.

Sindicatum Carbon Capital Services Limited
Director's Report
For the year ended 31 December 2013 (continued)

Director's statement as to disclosure of information to the auditors

In accordance with the provisions of section 418(2) of the Companies Act 2006 and after having made enquiries and of the Company's auditors, the director who is in office at the date the director's report is approved, confirms that:

- (a) so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- (b) he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

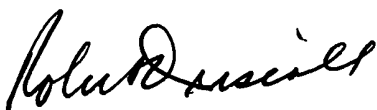
Statement of director's responsibilities

The director is responsible for preparing the Director's Report and the 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 prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the director 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union have been followed, subject to any material departures disclosed in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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 them to ensure that the financial statements comply with the Companies Act 2006. The director 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.



R Driscoll
Director

26 September 2014

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SINDICATUM CARBON CAPITAL SERVICES LIMITED

We have audited the financial statements of Sindicatum Carbon Capital Services Limited for the year ended 31 December 2013 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Cash Flows, the Statement of Changes in Equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Respective responsibilities of director and auditors

As explained more fully in the Director's Responsibilities Statement set out on page 3, the director is 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 director; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual 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 31 December 2013 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; 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 Director's 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.



Mark Jordan (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

■ 30/1/14

Sindicatum Carbon Capital Services Limited
Statement of Comprehensive Income
For the year ended 31 December 2013

	Note	2013 £	2012 £
Revenue	6	129,376	687,016
Operating income / (costs)	20	<u>148,514</u>	<u>(656,494)</u>
Operating profit		277,890	30,522
Finance costs	7	(51,171)	(54,442)
Net foreign exchange losses		<u>(8,919)</u>	<u>(4,109)</u>
Profit/(loss) on ordinary activities before taxation	8	217,800	(28,029)
Income tax expense	10	-	-
Profit/(loss) and total comprehensive profit/(loss) for the year		<u>217,800</u>	<u>(28,029)</u>

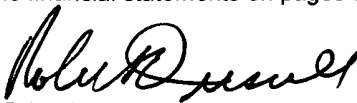
The notes on pages 9 to 25 are an integral part of these financial statements.

Sindicatum Carbon Capital Services Limited
Statement of Financial Position
As at 31 December 2013

	Note	2013 £	2012 £
Assets			
Non-current assets			
Property, plant and equipment	9	-	-
Intangible assets	11	-	-
Investment	21	1	1
Total non-current assets		<u>1</u>	<u>1</u>
Current assets			
Trade and other receivables	12	3,618,499	3,664,683
Cash and cash equivalents	13.1	6,185	7,029
Total current assets		<u>3,624,684</u>	<u>3,671,712</u>
Total assets		<u>3,624,685</u>	<u>3,671,713</u>
Equity and liabilities			
<i>Capital and reserves</i>			
Issued capital	14	500	500
Contribution from parent reserve		-	3,231,048
Accumulated losses		(1,858,719)	(5,307,567)
Total equity		<u>(1,858,219)</u>	<u>(2,076,019)</u>
Current liabilities			
Trade and other payables	15	5,482,904	5,747,732
Total current liabilities		<u>5,482,904</u>	<u>5,747,732</u>
Total equity and liabilities		<u>3,624,685</u>	<u>3,671,713</u>

The notes on pages 9 to 25 are an integral part of these financial statements.

The financial statements on pages 5 to 25 were authorised for issue by the Director.


R Driscoll
Director

26 September 2014

Company Registration Number: 06245343

Sindicatum Carbon Capital Services Limited
Statement of Cash Flows
For the year ended 31 December 2013

	Note	2013 £	2012 £
Cash flows from operating activities			
Profit/(loss) for the year after tax		217,800	(28,029)
Depreciation		-	31
Loss on disposal of fixed assets		-	16,500
Interest charged by immediate holding corporation		51,171	54,442
Write off of intra-group debts		-	18,410
Movement in working capital:			
Trade and other receivables		46,184	(716,827)
Trade and other payables		(315,999)	649,099
Net cash used in operating activities		<u>(844)</u>	<u>(6,374)</u>
Cash flows from investing activities			
Proceeds from disposal of fixed assets		-	6,008
Net cash generated from investing activities		<u>-</u>	<u>6,008</u>
Net decrease in cash and cash equivalents		(844)	(366)
Cash and equivalents at the beginning of the financial year		7,029	7,395
Cash and cash equivalents at the end of the financial year	13.1	<u>6,185</u>	<u>7,029</u>

Sindicatum Carbon Capital Services Limited
Statement of Changes in Equity
For the year ended 31 December 2013

	Issued capital £	Contribution from parent reserve £	Accumulated losses £	Total £
Balance at 1 January 2012	500	3,231,048	(5,279,538)	(2,047,990)
Loss and total comprehensive loss for the year	-	-	(28,029)	(28,029)
Balance at 31 December 2012	500	3,231,048	(5,307,567)	(2,076,019)

	Issued capital £	Contribution from parent reserve £	Accumulated losses £	Total £
Balance at 1 January 2013	500	3,231,048	(5,307,567)	(2,076,019)
Profit and total comprehensive profit for the year	-	-	217,800	217,800
Termination of share option scheme	-	(3,231,048)	3,231,048	-
Balance at 31 December 2013	500	-	(1,858,719)	(1,858,219)

Sindicatum Carbon Capital Services Limited
Notes to the financial statements
For the year ended 31 December 2013

1. General information

Sindicatum Carbon Capital Services Limited (the "Company") is a private limited company, which is incorporated and domiciled in England and Wales. The Company is a wholly owned subsidiary of Sindicatum Sustainable Resources Management Pte. Limited, a company incorporated in Singapore, as at 31 December 2013.

The Company financial statements were authorised for issue by the Director on 26 September 2014.

2. Basis of preparation

The financial statements have been prepared on the historical cost basis in accordance with EU Endorsed IFRS standards and the company's interpretation of IFRIC standards, the Companies Act 2006 as applicable to companies using IFRS. The principal accounting policies have been consistently applied in all periods presented and are set out below.

Going concern

As at 31 December 2013 and 2012, the Company is in a net liability position. The immediate holding corporation has undertaken to provide continuing financial support to enable the Company to meet its obligations as and when they fall due. Accordingly, the financial statements have been prepared on a going concern basis.

3. Adoption of new and revised standards

(a) New and amended standards adopted by the Company:

There are no IFRSs or IFRIC interpretations that are effective for the first time for the financial year beginning on or after 1 January 2013 that would be expected to have a material impact on the Company.

(b) New standards, amendments and interpretations that are potentially relevant to the Company issued but not effective for the financial year beginning 1 January 2013 (and in some cases not yet adopted by the EU) and not early adopted:

- IAS 12, 'Income taxes – on deferred tax'.
- IFRS 9, 'Financial instruments'.
- IFRS 12, 'Disclosures of interests in other entities'.
- IFRS 13, 'Fair value measurement'.
- IAS 27 (Revised 2012), 'Separate financial statements'.
- IAS 28 (revised 2012), 'Investments in associates and joint ventures'.
- Amendment to IAS 1, 'Financial statement presentation – regarding other comprehensive income'
- Amendments to IAS 32, 'Financial instruments: Presentation – Offsetting Financial assets and financial liabilities'.
- Amendments to IFRS 7, 'Financial instruments: Disclosure – Offsetting financial assets and financial liabilities'.
- Annual improvements to IFRSs 2009-2012.
- Recoverable amount disclosures for non-financial assets (Amendments to IAS 36).
- IFRIC 21, 'Levies'.

The Director anticipates that the adoption of these standards and interpretations in future periods will have no material impact on the financial statements of the Company.

4. Accounting policies

Taxation

Current and deferred income taxes are recognised as income or expenses in profit or loss, except to the extent that the tax arises from a transaction which is recognised directly in equity.

Current tax is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment losses.

Property, plant and equipment

Property, plant and equipment are recorded at cost less depreciation in accordance with the recognition criteria detailed in IAS 16, Property Plant and Equipment. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life. The depreciation rates applied are:

Leasehold improvement	25% Straight Line
Furniture and office equipment	between 10% - 25% Straight Line
IT equipment	25% Straight Line

Impairment of property, plant and equipment and intangible assets excluding goodwill

At each balance sheet date, the Company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Non-financial assets which have suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Leases

Leases of offices where substantially all risks and rewards incidental to ownership are retained by the lessors are classified as operating leases. Payments made under operating leases are recognised in the statement of comprehensive income on a straight line basis over the period of the lease.

Share based payments

The Company operates a number of equity-settled share based compensation plans. The fair value of the employee services received in exchange for the grant of the option is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted at each balance sheet date, when the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revisions to original estimates, if any, in the statement of comprehensive income, with a corresponding adjustment to equity. Where an employee primarily employed by the company at the balance sheet date has share options a contribution from parent is shown to reflect the charge along with a corresponding charge in the statement of comprehensive income.

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2013

4. Accounting policies (continued)

Foreign currency translation

(a) 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 entity operates (the "functional currency"). The financial statements are presented in Great British Pounds, which is the Company's functional and presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

The exchange rate used as at 31 December 2013 was £1:US \$1.64705 (2012 : US \$1.61695).

Financial instruments

Financial assets and liabilities are recognised on the balance sheet when the Company becomes a party to the contractual provisions of the instrument. There are no assets or liabilities classified as "fair value through profit and loss".

Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

Trade payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

Cash and cash equivalents

Cash and cash equivalents comprise cash and deposits held on call with banks.

Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of services in the ordinary course of the company's activities. Revenue is shown net of value-added tax and returns.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the activities described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved.

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2013

5. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

Deferred tax and income taxes

Management has estimated the likely value of deferred assets in respect of trading losses. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Company recognises liabilities and assets for anticipated tax audit issues based on estimates on whether additional taxes will be due.

6. Revenue

	2013	2012
	£	£
Revenue from the rendering of services (Note 23)	129,376	687,016

7. Finance costs

	2013	2012
	£	£
Interest charged by immediate holding corporation (Note 23)	(51,171)	(54,442)

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2013

8. Profit/(loss) before income tax expense

	2013	2012
	£	£
Results for the year has been arrived at after charging:		
Depreciation of property, plant and equipment	-	31
Employee costs (Note 8.1)	99,976	434,729
Professional fees	10,372	17,283
Audit fees	7,800	3,400

8.1. Employee costs

Wages and salaries	87,167	386,944
Social security costs	8,314	35,944
Other benefits	4,495	11,841
	<u>99,976</u>	<u>434,729</u>

A charge of nil was made to the statement of comprehensive income for the year ended 2013 (2012: nil) for share based payments of which Directors, principally employed by the Company are beneficiaries (Note 22).

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2013

9. Property, plant and equipment

	Leasehold improvement	Furniture and office equipment	IT equipment	Total
	£	£	£	£
Cost				
Balance at 1 January 2012	7,587	312,617	73,451	393,655
Disposals	(7,587)	(312,617)	(44,239)	(364,443)
Balance at 31 December 2012	-	-	29,212	29,212
Accumulated depreciation				
Balance at 1 January 2012	(5,224)	(294,501)	(71,391)	(371,116)
Depreciation	-	(31)	-	(31)
Disposals	5,224	294,532	42,179	341,935
Balance at 31 December 2012	-	-	(29,212)	(29,212)
Net Book Value at 1 January 2012	2,363	18,116	2,060	22,539
Net Book Value at 31 December 2012	-	-	-	-

	Leasehold improvement	Furniture and office equipment	IT equipment	Total
	£	£	£	£
Cost				
Balance at 1 January 2013	-	-	29,212	29,212
Disposals	-	-	(29,212)	(29,212)
Balance at 31 December 2013	-	-	-	-
Accumulated depreciation				
Balance at 1 January 2013	-	-	(29,212)	(29,212)
Disposals	-	-	29,212	29,212
Balance at 31 December 2013	-	-	-	-
Net Book Value at 1 January 2013	-	-	-	-
Net Book Value at 31 December 2013	-	-	-	-

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2013

10. Income tax expense

	2013 £	2012 £
Current tax:		
Current corporation tax charge	-	-

Factors affecting the tax charge for the year

The tax assessed for the year is lower (2012: higher) than the standard rate of corporation tax in the UK of 23.25% (2012: 24.5%). The differences are explained below:

	2013 £	2012 £
Profit/(loss) before taxation	217,800	(28,029)
Tax on results before taxation at the standard corporation tax rate of 23.25% (2012: 24.5%).	50,639	(6,867)
Effect of:		
Non-deductible expenses	-	4,518
Group relief to group undertakings	-	2,349
Utilization of previously unrecognized tax losses	(50,639)	-
	<u>(50,639)</u>	<u>6,867</u>
Total current tax charge	<u>-</u>	<u>-</u>

Trading losses available to be carried forward amount to £431,176 (2012: £648,976).

Factors that may affect future tax charges:

The main rate of corporation tax in the UK reduced from 24% to 23% with effect from 1 April 2013. Accordingly, the company's profits for the accounting period to 31 December 2013 were taxed at an effective rate of 23.25% (2012: 24.5%). A further rate reduction to 23% effective from 1 April 2014 was substantially enacted on 3 July 2013 and therefore any relevant deferred tax balances have been measured at this rate. In addition to the changes in rates of Corporation tax disclosed above further changes to the UK Corporation tax rates were substantively enacted as part of the Finance Bill 2014 on 2 July 2014. These include reductions to the main rate to reduce the rate to 21% from 1 April 2014 and to 20% from 1 April 2015. The change was subsequently enacted on 2 July 2013 and is therefore recognised in the financial statements.

Deferred tax assets

At the year end the Company had a net potential deferred tax asset amounting to approximately £100,248 (2012: £158,999) due to timing differences between certain items for tax and accounting. As the Company has no history of consistent profits, no deferred tax assets have been recognised to date.

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2013

11. Intangible assets

	Software £
Cost	
Balance at 1 January 2012	24,497
Disposals	<u>(24,497)</u>
Balance at 31 December 2012	<u>-</u>
Accumulated amortisation	
Balance at 1 January 2012	24,497
Disposals	<u>(24,497)</u>
Balance at 31 December 2012	<u>-</u>
Net Book Value at 1 January 2012 and 31 December 2012	<u>-</u>
	Software £
Cost	
Balance at 1 January 2013	-
Disposals	<u>-</u>
Balance at 31 December 2013	<u>-</u>
Accumulated amortisation	
Balance at 1 January 2013	-
Disposals	<u>-</u>
Balance at 31 December 2013	<u>-</u>
Net Book Value at 1 January 2013 and 31 December 2013	<u>-</u>

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2013

12. Trade and other receivables

	2013 £	2012 £
Receivables from ultimate holding corporation (Note 23)	-	20,735
Receivables from related corporations (Note 23)	3,616,013	3,638,382
Other receivables	2,486	2,380
Deposits	-	-
Prepayments	-	3,186
	<u>3,618,499</u>	<u>3,664,683</u>

Amounts receivables from ultimate holding corporation and Group companies are unsecured and repayable on demand. The net total amount owed carries an interest rate based on Bank of England base rate plus 2% calculated on the average balance each calendar month. All other receivables are due within one year of the balance sheet date and carry no interest.

13.1 Cash and cash equivalents

	2013 £	2012 £
Cash and bank balances	<u>6,185</u>	<u>7,029</u>

Cash is held at a bank with a credit rating of Aa3 (2012: Aa3).

13.2 Currency split of cash and cash equivalents stated in GBP equivalents

	2013 £	2012 £
Great British Pounds	1,243	3,082
United States Dollars	3,538	1,719
Euros	1,404	2,228
Total	<u>6,185</u>	<u>7,029</u>

14. Issued capital

	Share capital	
	2013 £	2012 £
Issued 50,000 (2012: 50,000) fully paid ordinary shares 1p	500	500
Authorised share capital 10,000,000 (2012: 10,000,000) shares of 1p	<u>100,000</u>	<u>100,000</u>

The Company has only one class of share in issue and there were no new share issues within the year.

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2013

15. Trade and other payables

	2013	2012
	£	£
Trade payables	-	3,374
Payables to immediate holding corporation (Note 23)	4,885,359	4,841,222
Payables to related corporations (Note 23)	579,719	602,466
Other payables	-	282,901
Accruals	17,826	17,769
	<u>5,482,904</u>	<u>5,747,732</u>

The ageing of the trade payables is detailed below:

0-30 Days	-	3,374
Total	<u>-</u>	<u>3,374</u>

The currency split of the trade payables (in GBP equivalents) was as follows:

	£	£
GBP	-	3,374
Total	<u>-</u>	<u>3,374</u>

The payables to group companies are unsecured and repayable on demand. The net total amount owed carries an interest rate based on Bank of England base rate plus 2% calculated on the average balance each calendar month.

16. Directors' emoluments

	2013	2012
	£	£
Short term employee benefits	<u>-</u>	<u>387,229</u>

The highest paid Director received remuneration of £nil within the year (2012: £208,683). Directors' emoluments comprise salary, bonus and other benefits. There were no pension contributions paid for Directors requiring disclosure.

17. Contingent assets and liabilities

The Company did not have any contingent assets or liabilities as at 31 December 2013 (2012: nil).

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2013

18. Commitments to expenditure

At 31 December 2012 and 2013, there are no commitments under non-cancellable operating lease for land and buildings.

19. Financial risk management

The Company carries out detailed risk management reviews to ensure that the risks are mitigated where possible. The director believes that the Company faces the following risks:

(a) Fair values

For short-term bank deposits and cash and cash equivalents, all of which have a remaining maturity of less than three months, the nominal amount is considered to approximate fair value.

For receivables and payables with a remaining life of less than six months or demand balances, the carrying value less impairment provision where appropriate is considered to approximate fair value. All other receivables and payables are discounted to fair value in the balance sheet.

(b) Credit risk

The Company's business is conducted primarily with related companies. The related companies' payment profile and credit exposure are continuously monitored by management.

The maximum exposure to credit risk is represented by the carrying amount of each trade receivable in the balance sheet.

The Company holds cash and short-term bank deposits with approved financial institutions that have at least an investment grade credit rating. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet, as shown in the financial statements.

None of the financial assets are past due and none are impaired.

19. Financial risk management (continued)

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Liquid resources comprise of cash and cash equivalents. The Company's objectives when managing its liquid resources are:

- to ensure that it will always have sufficient funds to meet its liabilities as they fall due;
- to have available the necessary financial resources to allow us to invest in areas that may deliver future benefits to the Group's portfolio and create value for shareholders; and
- to maintain sufficient financial resources to mitigate against risks and unforeseen events.

At 31 December 2013 and 2012, the Company had interest bearing liabilities. The Company's liquid resources are set out in the financial statements. The Company is dependent for liquidity on the support of its immediate holding corporation.

(d) Interest rate risk

Liquid funds are invested primarily in Great British Pounds, Euros and US dollars. The Company has loan receivables from and payables to group companies linked to the Bank of England base rate, which will affect the amount of net interest payable.

(e) Currency risk

British pounds, Euros, and US dollars are the primary currencies in which the Company conducts business. British pounds are used for planning and budgetary purposes and as the presentation currency for financial reporting.

The principal risks to which the Company is exposed are movements in the exchange rates of the Euro and the US dollar against the British pound. Owing to the composition of the currency of the Company's external debtors and creditors as at 31 December 2013, a strengthening of the Pound against the US dollar by 1% would increase/(decrease) results after tax for the Company of approximately £nil (2012: £3,787), whereas a strengthening of the Pound against the Euro by 1% would increase results after tax for the Company of approximately £nil (2012: £8,214).

(f) Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Company's overall strategy remains unchanged from the prior year.

In order to maintain or adjust the capital structure, the Company may adjust the amount of capital returned to shareholder, issue new shares or sell assets to reduce debt.

The Company is not subject to any externally imposed capital requirements.

(g) Financial instruments by category

The aggregate carrying amounts of loans and receivables and financial liabilities at amortised cost are as follows:

	2013 £	2012 £
Trade and other receivables (Note 12)	3,618,499	3,664,683
Cash and cash equivalents (Note 13.1)	6,185	7,029
Less: Prepayments (Note 12)	-	(3,186)
Loans and receivables	<u>3,624,684</u>	<u>3,668,526</u>
Trade and other payables (Note 15)	5,482,904	5,747,732
Financial liabilities at amortised cost	<u>5,482,904</u>	<u>5,747,732</u>

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2013

20. Operating costs

	2013	2012
	£	£
Staff costs	99,976	434,729
Occupancy costs	420	85,053
Depreciation, amortisation and impairment charges	-	31
Marketing costs	-	5,435
Professional fees	18,172	20,683
Other expenses	2,433	92,153
Other (gains)/losses (Note 20.1)	(269,515)	18,410
Total	<u>(148,514)</u>	<u>656,494</u>

These costs comprise operating costs as reported in the statement of comprehensive income.

20.1 Other gains/losses

During 2012, the Board of Directors of the Company has deemed the receivable balance due from Sindicatum Carbon Technology ("SCT" Limited) as irrecoverable because SCT Limited has been liquidated during the year. As such, the Company wrote off the balance in full.

During 2013, there was a reversal of over-accrued national insurance contribution related to share-based compensation amounting to £269,515.

21. Investment

As of 31 December 2012, Sindicatum Carbon Capital Services Limited holds one share in Sindicatum Carbon Capital India Pvt Ltd at the cost of INR 10 (less than £1) and one share in Sindicatum Carbon Capital (Thailand) Limited at the cost of THB10 (less than £1). As part of Group reorganisation exercise in 2013, the Company disposed its share in Sindicatum Carbon Capital India Pvt Ltd. The director believes that the carrying value of the investments is supported by their underlying net assets.

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2013

22. Share based payments

Share options are granted to Directors and selected employees. The notes below are in relation to Group A and Group B of the share option scheme.

In 2013, as part of the capital reorganisation of the Group, all existing option-holders were offered the opportunity to subscribe to shares in the ultimate holding corporation, at the exercise price of existing vested options. This offer lapsed on 31 December 2013 and the share option scheme was terminated at the same date.

In the previous year, a Black Scholes option pricing model was used to determine the fair value of the share options at the grant date. The assumptions used to determine the fair values of share options at the grant dates were as follows:

	2012
Total options outstanding	129,839
Method of Settlement	Equity
Contractual Life - from Grant Date	10 years
Weighted Average Share Price at Grant Date	£13.20
Expected Volatility of Share Price (see below)	35%
Risk Free Rate of Return	0.49%
Employee Exit Rate	5%
Average Period until Exercise from Date of Award	2 - 3 Years
Dividend Yield	0%

The volatility has been calculated by reference to the volatility of the daily share price of what are perceived as the most comparable listed companies for a four year period ended 31 December 2012.

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2013

22. Share based payments (continued)

Details of the share option schemes movements and exercise prices during the financial year ended 31 December 2013 and 2012 were:

	Group A		Group B		Total
	Quantity	Weighted average price	Quantity	Weighted average price	
Balance at 1 January 2012	73,502	£2.05	51,669	£31.29	125,171
Transferred during the financial year	-	-	4,668	£35.00	4,668
Outstanding at 31 December 2012	<u>73,502</u>	<u>£2.05</u>	<u>56,337</u>	<u>£31.60</u>	<u>129,839</u>
Balance at 1 January 2013	73,502	£2.05	56,337	£31.60	129,839
Forfeited during the financial year	<u>(73,502)</u>	<u>£2.05</u>	<u>(56,337)</u>	<u>£31.60</u>	<u>(129,839)</u>
Outstanding at 31 December 2013	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

At financial year end, nil (2012: 129,839) options were exercisable.

23. Related party transactions

	Sales of services		Payments for interest and services	
	2013	2012	2013	2012
	£	£	£	£
Immediate holding corporation				
Sindicatum Sustainable Resources Management Pte. Limited	-	-	51,171	54,442
Related corporations				
Sindicatum Carbon Capital Limited	4,059	2,340	-	-
Sindicatum Carbon & Energy Management Limited	125,317	467,897	-	-
Xentolar Holdings Limited	-	216,779	-	-
	<u>129,376</u>	<u>687,016</u>	<u>51,171</u>	<u>54,442</u>

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2013

23. Related party transactions (continued)

	Amounts owed by Group companies		Amounts owed to Group companies	
	2013 £	2012 £	2013 £	2012 £
Immediate holding corporation				
Sindicatum Sustainable Resources Group Limited	20,613	20,735	-	-
Sindicatum Sustainable Resources Management Pte. Limited	-	-	4,885,359	4,841,222
Related corporations				
Sindicatum Carbon Capital Holdings Limited	3,909	4,007	-	-
Sindicatum Carbon Capital Limited	-	-	536,019	559,236
Sindicatum Carbon Capital (BVI) Limited	611	623	-	-
Verdeo Sindicatum Corp.	14,763	14,777	-	-
Sindicatum Carbon & Energy Management Limited	3,015,182	3,098,317	-	-
Sindicatum Carbon Capital South East Asia Limited	250,948	195,584	-	-
PT Sindicatum Carbon Capital Indonesia	11,882	11,882	-	-
Sindicatum Carbon Capital (Asia) Limited	-	-	42,440	43,230
Sindicatum Carbon Capital Thailand Limited	-	10,156	1,260	-
Sindicatum Carbon Capital China Limited	29,885	30,442	-	-
Xentolar Holdings Limited	234,978	239,352	-	-
Beijing Sindicatum Clean Energy Technology & Services Company Limited	33,242	33,242	-	-
	<u>3,616,013</u>	<u>3,659,117</u>	<u>5,465,078</u>	<u>5,443,688</u>

The above balances include payments made on behalf of Group companies and recharges of services to/from Group companies.

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Notes to the financial statements (continued)
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24. Ultimate parent undertaking and controlling party

The immediate parent undertaking is Sindicatum Sustainable Resources Management Pte. Limited.

The ultimate parent undertaking and controlling party was Sindicatum Sustainable Resources Group Limited, a company incorporated in Cyprus. On 30 June 2013, the ultimate parent undertaking and controlling party was changed to Sindicatum Sustainable Resources Pte. Limited, a company incorporated in Singapore.

Sindicatum Sustainable Resources Pte. Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2013. The consolidated financial statements of Sindicatum Sustainable Resources Pte. Limited available from 80 Anson Road #28-02 Fuji Xerox Towers Singapore 079907.