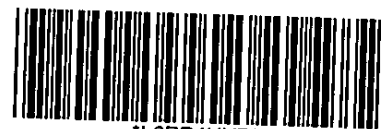


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# ANNUAL REPORT & ACCOUNTS 2010

MONDAY



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LD7 13/06/2011 18  
COMPANIES HOUSE

Bisichi Mining PLC

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# Highlights

**Strong financial position at year end with £5.4 million in cash**

**UK property portfolio continues to perform well**

**Benefits of investment made at Black Wattle in 2010 to be realised in years to come**

<b>02</b> Chairman's statement	<b>29</b> Consolidated statement of comprehensive income
<b>05</b> Mining review	<b>30</b> Consolidated balance sheet
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FULLY  
OPERATIONAL  
OPENCAST  
MINING

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# Chairman's statement

**2010 has been a very challenging year for your Company and particularly for its direct coal mining subsidiary in South Africa, Black Wattle, which operated at a loss during 2010.**

The reasons for the loss are as follows

- the strengthening of the SA Rand against the US Dollar,
- a shortage of railway trucks at our coal loading siding, and
- lower prices for our coal

To overcome the effect of the strong SA Rand, we increased production by expanding our washing plant and buying in high quality coal. Our railway siding was also expanded and markets were found for this increased production. However, the shortage of railway trucks to deliver this coal to our customers meant that during the second half of the year we built up unacceptable levels of stock. In order to reduce these stock levels we had to stop buying in coal, which in turn had a material effect on our earnings. Despite this, the investments that we have made in 2010 in terms of mine expansion and new reserve acquisitions will reap substantial benefits in years to come.

At the 31 December 2010, Bisichi had very little net debt and cash balances of £5.4 million which can be used to expand Group activities.

By the second half of 2011 I believe that we will return to an acceptable level of profitability. The reasons for this are:

- the reserves that we are mining in 2011 have a lower average stripping ratio than the reserves we mined in 2010,
- the washing plant yield is higher than the yield on the reserves that we mined throughout 2010,
- coal prices have gone up significantly in all our markets - so far we have seen an average increase in the export price in 2011 of 28% and an average increase in the domestic price of 12% free on mine,
- the markets that we are now selling into are less reliant on rail performance, although the supply of trains to our coal loading siding has recently improved, and
- we are in the process of building up production and we have undertaken a substantial and successful cost cutting programme.

As previously announced, Vunani Limited has concluded the purchase of a 37.5% shareholding in Black Wattle. Vunani Limited is a leading, publicly listed, black-owned and managed company and we are very pleased that they have joined us as a partner in Black Wattle.

On the subject of health and safety, I am very pleased to report that Black Wattle had another very good year having made significant investment in this area over a number of years. A more detailed report on health and safety is included in the Mining Review.

Bisichi's UK property portfolio, managed by London and Associated Properties PLC, continues to perform well. It showed a small increase in external valuation at year end and - as in previous years when the mine has under-performed - the income from the property portfolio has underwritten many of our costs and so provided the company with a stable financial cushion. Voids in the portfolio have continued to remain low, even during the difficult retailing conditions that have been experienced over the last 18 months.

As recently announced, Michael Stevens, who held the position of Group Company Secretary for twenty five years, has retired. I would like to thank Michael on behalf of the Board, for his extremely valuable contribution during the years of substantial growth for the company and to wish Michael a very enjoyable retirement.

The Board paid an interim cash dividend of 1p during the year. The Directors recommend the payment of a final dividend of 3p (2009 3p). The final dividend will be payable on 8 August 2011 to shareholders registered at the close of business on 1 July 2011. It will be proposed that shareholders are given the opportunity of electing to receive all or part of the final dividend in the form of fully paid ordinary shares rather than cash.

Although the company made a loss in 2010, the Board felt it was appropriate to maintain the dividend but to pay it in a form that will give shareholders the opportunity to either take cash or to take new shares and receive the benefit of the investment we have made in the mine during the year, which will be realised in years to come. Your directors, and London & Associated Properties PLC have agreed to elect to take their full entitlement in new shares in lieu of cash, representing over 51% of the ordinary share capital of the company.

On behalf of the Board I would like to thank all of our staff for their hard work during the course of the year.



**Michael Heller**  
Chairman

15 April 2011



DEMAND FOR  
OUR PRODUCT  
REMAINS STRONG

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WE'RE COMMITTED  
TO CREATING  
A SAFE AND  
HEALTHY WORK  
ENVIRONMENT

# Mining review

**As noted in the Chairman's statement, the challenging environment experienced in the first half of 2010 by Black Wattle our direct mining subsidiary, continued into the second half of 2010. Although Black Wattle continued to mine opencast coal, buy-in coal was stopped and overall production was limited as a result of a shortage of railway trucks in the second half of the year. This together with the strong South African Rand and lower market prices had a material effect on Black Wattle's profitability.**

**As we continue into 2011, the effect of these factors has been mitigated by the significant improvement in market prices and the commencement of mining of higher quality opencast reserves.**

## **Production**

Although production through the washing plant increased in 2010, with total run of mine production of 1.46 million metric tonnes for the year (2009 1.26 million metric tonnes), overall monthly production through the washing plant decreased from 135,000 metric tonnes in the first eight months of 2010 to 94,000 metric tonnes in the last four months. As stated above, this decrease in production was a direct result of a shortage of railway trucks in the second half of the year.

As noted in our previous annual report, Black Wattle's remaining opencast permissions were granted in February 2010. This represented an important landmark in the mine's development and, going forward, gives Black Wattle the ability to mine strategically and more flexibly its remaining reserves.

In addition to its existing reserves, Black Wattle has concluded an agreement to purchase run of mine coal from an opencast reserve of coal contiguous to Black Wattle's existing opencast mine. The reserve, which is expected to make up approximately half of Black Wattle's overall monthly production is made up of high quality run of mine coal with a lower average stripping ratio and a higher yield than the reserves we mined in 2010.

We are pleased to report that mining of this reserve commenced at the end of last year and overall production is steadily being increased. Much of the new reserve comprises very low phosphorous coal, which we can sell at a premium into the domestic metallurgical industry and delivery of this coal is not reliant on the performance of the rail provider as the coal is supplied by road transport.

## **Markets**

International coal prices remained relatively stable in 2010 in comparison to the extreme volatility seen in the international coal market in 2009. The average weekly price of Free on Board (FOB) Coal from Richards Bay Coal Terminal (API4) remained in a range of US\$85.00 to US\$95.00 per metric tonne for the most of 2010. However, over the same period, the South African Rand continued to appreciate by over 10% against the US Dollar. This is in addition to the 21% appreciation of the Rand experienced in 2009. In addition to the downturn in the Rand denominated international coal price, domestic prices continued to decrease in 2010 resulting in a reduction in prices in all our domestic steam coal markets.

Going forward into 2011, the international coal price has significantly improved with the price of FOB coal from Richards Bay Coal Terminal increasing to approximately US\$120 per metric tonne at the time of writing this report. In addition, the domestic price has increased over 12% from the prices we achieved in 2010. Our ability to diversify our product will allow us to sell to markets which give the highest return and we look forward to taking advantage of this as production from our new opencast reserve increases in 2011.

## **Shareholding**

As noted in the Chairman's statement, we are very pleased to report that Vunani Limited has concluded the purchase of a 37.5% shareholding in Black Wattle. We are proud of our longstanding commitment to Black Economic Empowerment in South Africa and we see this transaction with Vunani as the first of many we will do together in South Africa. Vunani Limited is a publicly listed, black owned and managed company.

**"The group is in a strong position to take advantage of the improvement in market prices"**

Andrew Heller

## Mining review

**“Going forward, I am confident that 2011 should be a successful year for our South African operations”**

Andrew Heller

### **Health, Safety & Environment (HSE)**

Black Wattle is committed to creating a safe and healthy working environment for its employees and the health and safety of our employees is of the utmost importance. In addition to the required personnel appointments and assignment of direct health and safety responsibilities on the mine, a system of Hazard Identification and Risk Assessments has been designed, implemented and maintained at Black Wattle.

Health and Safety training is conducted on an ongoing basis. Supervisors and about 95 percent of employees to date have received training in hazard identification and risk assessment in their work areas.

A medical surveillance system is also in place which provides management with information used in determining measures to eliminate, control and minimise employee health risks and hazards and all Occupational Health hazards are monitored on an ongoing basis.

Various systems to enhance the current HSE strategy have been introduced as follows:

- In order to improve hazard identification before the commencing of tasks, mini risk assessment booklets have been distributed to all mine employees and long term contractors on the mine.
- A Job Safety Analysis form has been introduced to ensure effective identification of hazards in the workplace.
- In order to improve the current reporting practice of incidents on the mine, initial reporting of incidents booklets were handed out to all employees and contractors.
- In order to capture and record investigation findings from incidents, an incident recording sheet was introduced to line management and contractors.
- Hazard Identification and Risk Assessment training was given to all levels of employees, line management, Head of Departments, contractor representatives and contractor employees.
- In order to control jobs effectively over weekends that require additional risk assessments to safely perform tasks, a weekend work register was introduced on the mine.

HSE performance in 2010:

- Black Wattle had a 64 percent reduction in the Lost Time Injury Frequency Rate compared to 2009.
- No new cases of Occupational Diseases Certified were recorded.
- Zero cases for the Compensation for Occupational Diseases were submitted.
- Zero machines operating at Black Wattle exceeded the regulatory noise level.

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Mining review

COMMITTED  
TO MINING IN  
SOUTH AFRICA

**Environment Management Programme**

Under the terms of the mine's Environmental Management Programme approved by the Department of Mineral Resources ("DMR"), Black Wattle undertakes a host of environmental protection activities to ensure that the approved Environmental Management Plan is fully implemented. In addition to these routine activities, Black Wattle regularly carries out environmental monitoring activities on and around the mine, including evaluation of ground water quality, air quality, noise and lighting levels, ground vibrations, air blast monitoring, and assessment of visual impacts.

Black Wattle Colliery has improved its water management tremendously by erecting a new pollution control dam as well as upgrading existing dams in consultation with the Department of Water Affairs and Forestry.

## Mining review

### **Black Wattle Colliery Social and Labour Plan (SLP) progress**

Black Wattle Colliery is committed to true transformation and empowerment within the company as well as poverty eradication within the surrounding and labour providing communities

Black Wattle is committed to providing opportunities for the sustainable socio-economic development of the company's stakeholders

- **Employees and their families**, through Skills Development, Education Development, Human Resource Development, Empowerment and Progression Programmes
- **Surrounding and Labour sending communities**, through Local Economic Development, Rural and Community Development, Housing and Living Condition, Enterprise Development and Procurement programmes
- **Empowerment partners**, through Broad-Based Black Economic Empowerment (BBBEE) and Joint Ventures with Historically Disadvantaged South African (HDSA) new mining entrants and enterprises
- **The Company**, through ongoing consultation with stakeholders to develop strong company-employee relationships, strong company-community relationships and strong company-HDSA enterprise relationships

The key focus areas in terms of the detailed SLP programmes were updated as follows

- New implementation action plans, projects, targets and budgets were established through regular workshops with all stakeholders
- A comprehensive desktop socio-economic assessment was undertaken on baseline data of the Steve Tshwete Local Municipality (STLM) and Nkangala District Municipality (NDM)
- The current Black Wattle Colliery Local Economic Development (LED) programmes were upgraded, and new LED projects were selected in consultation with the key stakeholders from the STLM
- An appropriate forum was established on the mine and a process initiated for the consultation, empowerment and participation of the employee representatives in the Black Wattle Colliery SLP process

### **Procurement**

In compliance with the Mining Charter and the Mineral and Petroleum Resource Development Act, Black Wattle has implemented a BEE-focussed procurement policy which strongly encourages our suppliers to establish and maintain BEE credentials. At present, BEE companies provide approximately 52 percent of Black Wattle's equipment and services. We closely monitor our monthly expenditure and welcome potential BEE suppliers to compete for equipment and service contracts at Black Wattle. Black Wattle also sells much of its coal products to empowered companies as evidenced by our long term sales agreement with a BEE company for the purchase of our discard product which is then sold to Eskom, the national power utility.

### **Employment Equity**

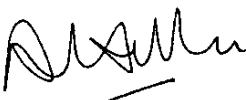
Black Wattle is committed to achieving the goals of the Employment Equity Act and is pleased to report the following

- Black Wattle Colliery has exceeded the 10 percent women in management and core mining target
- Black Wattle Colliery has achieved 15 percent women in middle to top management
- Black Wattle Colliery has achieved 15.1 percent women in core mining
- 86.2 percent of the women at Black Wattle Colliery are HDSA females
- Black Wattle Colliery has achieved a 40 percent participation level of HDSA's in overall management

### **Prospects**

Black Wattle is a fully operational opencast mine with strong management, existing infrastructure and markets in place. Along with the expansion of the washing plant and upgrade of the railway siding, various cost cutting and operational programmes have been undertaken at Black Wattle in order to ensure maximum productivity, yield and profitability. As a result, the group is in a strong position to take advantage of the improvement in market prices and the increased production.

Going forward, I am confident that 2011 should be a successful year for our South African operations



**Andrew Heller**  
Managing Director

15 April 2011



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COMMITTED  
TO SKILLS  
DEVELOPMENT  
AND TRAINING

# Business review

## Review of the group's development and performance

The Chairman's Statement and the Mining Review on the preceding pages 2 to 10 give a comprehensive review and assessment of the group's activities during the past year and prospects for the forthcoming year

## Risk

**Coal price risk** The group's mining operational earnings are largely dependent on movements in the coal price. It does not have the flexibility in terms of markets where it can sell its coal domestically (to local industrial consumers and the power industry) or to export to various international markets

**Coal washing** The group's mining operation's earnings are highly sensitive to coal washing, therefore a stoppage or disruption to the process could significantly impact earnings. However, there is scope to raise earnings substantially if the yield from the washing process is improved even marginally

**Mining risk** Attached to mining there are inherent health and safety risks. Any such safety incidents disrupt operations, and can slow or even stop production. The group has a comprehensive Health and Safety programme in place to mitigate this. There is scope to increase production by buying in coal to compensate for disruptions in production

As with many mining operations, the reserve that is mined has the risk of not having the qualities expected from geological analysis

**Currency risk** The group's South African operations are sensitive to currency movements, especially those between the South African Rand, US Dollar and British Pound

**New reserves and mining permissions** The acquisition of additional reserves, permissions to mine and new mining opportunities in South Africa generally are contingent on a number of factors outside of the group's control, e.g. approval by the Department of Mineral Resources

**Regulatory risk** The group's South African operations are subject to the government Mining Charter and scorecard which primarily seeks to

- Promote equitable access to South Africa's mineral resources for all people in South Africa,
- Expand opportunities for historically disadvantaged South Africans (HDSA's), including women, to enter the mining and minerals industry and benefit from the extraction and processing of the country's resources,
- Utilise the existing skills base for the empowerment of HDSA's,
- Expand the skills base of HDSA's in order to serve the community,

- Promote employment and the social and economic welfare of mining communities and areas supplying mining labour, and
- Promote beneficiation of South Africa's mineral commodities beyond mining and processing, including the production of consumer goods

The group continues to make good progress towards meeting the Charter requirements. However any regulatory changes to these, or failure to meet existing targets, could adversely affect the mine's ability to retain its mining rights in South Africa

**Transport risk** At present the government owned Transnet Freight Rail (TFR) is the sole rail freight provider for coal in South Africa. The group's South African operations are therefore reliant on TFR for delivery of its export quality coal directly or indirectly via the Southern African ports to its end customers

**Power supply risk** The current utility provider for power supply in South Africa is the government run Eskom. Eskom has recently undergone capacity problems resulting in power cuts and lack of provision of power supply to new projects. The group's mining operations have to date not been affected by power cuts

**Flooding risk** The group's mining operations are susceptible to seasonal flooding which could disrupt production. Management monitors water levels on an ongoing basis and various projects have been completed, including the construction of additional dams, to mitigate this risk.

**Environmental risk** The group's South African mining operations are required to adhere to local environmental regulations. Details of the group's Environment Management Programme is disclosed in the Mining review on page 9

**Health & Safety risk** The group's South African mining operations are required to adhere to local Health and Safety regulations. Details of the group's Health and Safety Programme is disclosed in the Mining Review on page 6

**Labour risk** The group's mining operations and coal washing plant facility are labour intensive and unionised. Any labour disputes, strikes or wage negotiations may disrupt production and impact earnings.

We seek to balance the high risk of our mining operations with a dependable cash flow from our UK property investment operations. Fluctuations in property values, which are reflected in the Consolidated Income Statement and Balance Sheet, are dependent on an annual valuation of commercial properties. A fall in UK commercial property can have a marked effect on the profitability and the net asset value of the group. However, due to the long term nature of the leases, the effect on cash flows from property investment activities will remain stable as long as tenants remain in operation

## Business review

### **Future development**

The group seeks to expand its operations in South Africa through the acquisition of additional coal reserves

### **Environment and employment**

The group's UK activities are principally property investment whereby we provide premises which are rented to retail businesses. We seek to provide those tenants with good quality premises from which they can operate in an efficient and environmentally sound manner

Our South African mining operations are regulated by and are operated in compliance with all relevant prevailing national and local legislation. Employment terms and conditions provided to mining staff meet or exceed the national average

### **Financial Position**

The group continues to strengthen its asset base with strong cash generation from its South African mining operations backed by UK retail property

The group signed new borrowing facilities in both its UK and South African operations

In the UK, a term loan facility of £5million and an overdraft facility of £2million were signed in March 2010 with Royal Bank of Scotland. The term loan facility will expire in December 2012 and is secured against the group's UK retail property portfolio. The property portfolio was externally valued at 31 December 2010 and the value of UK investment properties attributable to the group at year end was £12.1million (2009: £11.9million)

In South Africa, a structured trade finance facility of R60million (South African Rand) was signed in March 2010 with Absa Bank Limited, a South African subsidiary of Barclays Bank PLC. This facility comprises of a R40million revolving loan to cover the working capital requirements of the group's South African operations, and a R20million loan facility to cover Guarantee requirements related to the group's South African mining operations. The R60million facility is renewed annually and is secured against inventory, debtors and cash that are held in the group's South African operations

The group's cash and cash equivalents (excluding bank overdrafts) at year end were £5.4million (2009: £6.6million). The net assets of the group at year end were £18.3million (2009: £19.3million)

Further details on the group's financial position are stated in the Consolidated Balance Sheet on page 30

### **Cashflow**

The group's cashflow position remains strong. Cash and cash equivalents (including bank overdrafts) of the group at year end were £4.0million (2009: £5.1million)

Further details on the group's cashflow position are stated in the Consolidated Cashflow Statement on page 32. Cash and cash equivalents as per the Cashflow Statement comprise Cash and cash equivalents as presented in the balance sheet and bank overdrafts (secured)

### **Performance indicators**

The Key Performance Indicators for our South African mining activities are

- Profit before Tax (PBT),
- Earnings before Interest, Tax, Depreciation, and Amortisation (EBITDA), and
- Cashflows from operating, investing and financing activities

The Key Performance Indicator for our UK property investment operations is the Net Property Valuation as shown in note 10

BLACK WATTLE  
HAS ACHIEVED 15.1  
PERCENT WOMEN  
IN CORE MINING

# Management team

## Management team

- 1 **Michael Heller**  
Chairman  
Bisichi Mining PLC
- 2 **Andrew Heller**  
Managing Director  
Bisichi Mining PLC,  
Managing Director  
Black Wattle Colliery
- 3 **Robert Corry**  
Chairman  
Black Wattle Colliery
- 4 **Robert Grobler**  
Director of Mining  
Bisichi Mining PLC,  
Director  
Black Wattle Colliery
- 5 **Christopher Joll**  
Senior Independent  
Director,  
Chairman Audit  
and Remuneration  
Committees
- 6 **Garrett Casey**  
Finance Director  
Bisichi Mining PLC,  
Director  
Black Wattle Colliery
- 7 **Ethan Dube**  
Director  
Black Wattle Colliery
- 8 **Luis Pined**  
General Manager  
Black Wattle Colliery

## Directors

- \* **Michael A Heller**  
MA, FCA (Chairman)
- Andrew R Heller**  
MA, ACA  
(Managing Director)
- Garrett Casey**  
CA (SA)  
(Finance Director)
- Robert Grobler**  
Pr Cert Eng  
(Director of mining)
- † **Christopher A Joll**  
MA (Non-executive)  
Christopher Joll was appointed a  
Director on 1 February 2001. He  
holds a number of non-executive  
directorships of un-quoted  
companies. He is chairman of  
MJ2 Limited, a financial public  
relations consultancy
- **John A Sibbald**  
MA (Non-executive)  
John Sibbald has been a Director  
since 1988. After qualifying as a  
Chartered Accountant he spent  
over 20 years in stockbroking,  
specialising in mining and  
international investment

\* Member of the  
nomination committee

† Senior independent director

○ Member of audit remuneration  
and nomination committees

## Secretary & Registered office

Heather A Curtis ACIS  
30-35 Pall Mall  
London SW1Y 5LP

## Black Wattle Colliery Directors

Robert Corry (Chairman)  
Andrew Heller  
(Managing Director)  
Robert Grobler  
Ethan Dube  
Garrett Casey

## Director of Property

Mike J Dignan FRICS

## Advisors

**Auditors**  
PKF (UK) LLP

**Principal bankers**  
*United Kingdom*  
Barclays Bank PLC  
National Westminster Bank PLC

*South Africa*  
Absa Bank (SA)  
First National Bank (SA)  
Standard Bank (SA)

## Corporate solicitors

*United Kingdom*  
Olswang LLP, London  
Pinsent Masons LLP,  
London

*South Africa*  
Routledge Modise  
in association with  
Eversheds,  
Johannesburg  
Tugendhaft Wapnick  
Banchetti  
and Partners,  
Johannesburg

## Stockbrokers

Numis Securities

## Registrars and transfer office

Capita Registrars  
Northern House,  
Woodsome Park,  
Fenay Bridge  
Huddersfield,  
West Yorkshire  
HD8 0LA

Tel 0871 664 0300  
(Calls cost 10p per minute  
plus network extras or  
+44 208 639 3399 for  
overseas callers)  
www.capitaregistrars.com  
Email [ssd@capitaregistrars.com](mailto:ssd@capitaregistrars.com)

## Company registration

No 112155  
(Incorporated in  
England and Wales)

## Website

[www.bisichi.co.uk](http://www.bisichi.co.uk)

## E-mail

[admin@bisichi.co.uk](mailto:admin@bisichi.co.uk)

## Five year summary

	2010 £m	2009 £m	2008 £m	2007 £m	2006 £m
<b>Consolidated income statement</b>					
Revenue	32,824	29,016	25,979	16,693	13,239
Operating (loss)/profit	(1,705)	4,892	2,616	(191)	2,362
(Loss)/profit before tax	(1,813)	5,003	2,117	(459)	2,172
Trading (loss)/profit before tax	(2,209)	4,698	6,031	2,302	273
Revaluation profit/(loss) before tax	396	305	(3,914)	(2,761)	1,899
<b>Consolidated balance sheet</b>					
Investment properties	12,110	11,865	11,773	14,725	17,270
Fixed asset investments	3,757	3,755	3,406	2,991	3,028
	15,867	15,620	15,179	17,716	20,298
Current asset investments	605	510	627	770	700
	16,472	16,130	15,806	18,486	20,998
Other assets less liabilities	1,482	3,170	(160)	(3,127)	(5,668)
<b>Consolidated shareholders funds</b>	<b>17,954</b>	<b>19,300</b>	<b>15,646</b>	<b>15,359</b>	<b>15,330</b>
<b>Net assets per ordinary share</b>	<b>171 8p</b>	<b>184 7p</b>	<b>149 7p</b>	<b>147 0p</b>	<b>146 7pp</b>
<b>Dividend per share</b>	<b>4 00p</b>	<b>4 00p</b>	<b>3 50p</b>	<b>3 0p</b>	<b>2 50p</b>

## Financial calendar

<b>19 May 2011</b>	First interim management statement
<b>7 June 2011</b>	Annual General Meeting
<b>8 August 2011</b>	Payment of final dividend for 2010 (if approved)
<b>Late August 2011</b>	Announcement of half-year results to 30 June 2011
<b>18 November 2011</b>	Second interim management report
<b>Late April 2012</b>	Announcement of results for the year ending 31 December 2011

# Directors' report

**The directors submit their report together with the audited financial statements for the year ended 31 December 2010.**

## **Activities and review of business**

The company continues its mining activities. Income for the year was derived from sales of coal from its South African operations. The company also has a property investment portfolio for which it receives rental income.

The results for the year and state of affairs of the group and the company at 31 December 2010 are shown on pages 29 to 55 and in the Mining Review and Business Review on pages 5 to 14. Future developments and prospects are also covered in the Mining Review. Over 99 per cent of staff are employed in the South African coal mining industry - employment matters and health and safety are dealt with in the Mining and Business Reviews.

## **Corporate responsibility**

### *Environment*

The environmental issues of the group's South African coal mining operations are covered in the Mining Review and Business Review on pages 5 to 14.

The group's UK activities are principally property investment whereby premises are provided for rent to retail businesses.

The group seeks to provide those tenants with good quality premises from which they can operate in an efficient and environmentally friendly manner. Wherever possible, improvements, repairs and replacements are made in an environmentally efficient manner and waste re-cycling arrangements are in place at all the company's locations.

### *Employment*

The group's policy is to attract staff and motivate employees by offering competitive terms of employment. The group provides equal opportunities to all employees and prospective employees including those who are disabled. The Mining Review gives details of the group's activities and policies concerning the employment, training, health and safety and community support and social development concerning the group's employees in South Africa.

## **Dividend policy and scrip dividend**

An interim dividend for 2010 of 1p was paid on 4 February 2011 (Interim 2009 1p). The directors recommend the payment of a final dividend for 2010 of 3p per ordinary share (2009 3p) making a total dividend for 2010 of 4p (2009 4p). Subject to shareholder approval, the total dividend per Ordinary Share for 2010 will be 4p per Ordinary Share. The final dividend will be payable on Monday 8 August 2011 to shareholders registered at the close of business on 1 July 2011.

The directors feel it is appropriate to maintain the dividend despite the loss made in 2010, but also wish to retain cash within the group to fund further investment. The directors therefore recommend that a scrip dividend alternative should be made available to shareholders which will give shareholders the ability to receive part or all of their final dividend in the form of new fully paid ordinary shares in the company rather than in cash. The retention of cash within the company for future investment is an important consideration. Both the directors and the Board of London & Associated Properties PLC have agreed to elect to take up their full entitlement to new shares which represents over 51% of the ordinary share capital of the company.

The scrip dividend is conditional on, amongst other things, shareholders' approval at the AGM of the company to be held on 7 June 2011 of the granting of authority to the directors to allot and issue new ordinary shares in connection with the scrip dividend. The new issue of ordinary shares also requires shareholders to authorise the capitalisation out of sums standing to the credit of reserves to allow the new ordinary shares to be issued.

## **Investment properties**

The investment property portfolio is stated at its open market value of £12,110,000, at 31 December 2010 (2009 £11,865,000) as valued by professional external valuers.

## **Financial instruments**

Note 21 to the financial statements sets out the risks in respect of financial instruments. The Board reviews and agrees overall treasury policies, delegating appropriate authority to the managing director. Financial instruments are used to manage the financial risks facing the group - speculative transactions are not permitted. Treasury operations are reported at each Board meeting and are subject to weekly internal reporting.

## **Directors**

The directors of the company for the whole year were M A Heller, A R Heller, C A Joll, R J Grobler (a South African citizen), and J A Sibbald. Mr G J Casey was appointed to the board by the directors on 1 June 2010. A proposal for his election will be made at the AGM, which is recommended by the directors.

Brief details of the proposed new director are:

Garrett Casey trained and qualified as a Chartered Accountant (SA) in South Africa and was appointed Bisich's Group Finance Manager on 1 April 2008. He will continue to be based at the group head office in London, making regular visits to the operating companies in South Africa.

The directors retiring by rotation are Mr C A Joll and Mr J A Sibbald who offer themselves for re-election. The board recommends their re-election. Brief details of the directors standing for re-election are:

Christopher Joll has been a director since 1 February 2001 and has a contract of service determinable at three months notice. He holds a number of non-executive directorships of un-quoted companies. He is chairman of MJ2 Limited, a financial public relations company, which provides services to the group.

John Sibbald has been a non-executive director since 1988. He is a retired chartered accountant. For most of his career he was employed in stockbroking in the City of London where he specialised in mining and international investment. He has a contract of service determinable at three months notice.

No director had any material interest in any contract or arrangement with the company during the year other than as shown in this report.

# Directors' report

## Directors' shareholdings

The interests of the directors in the shares of the company, including family and trustee holdings where appropriate, were as follows

	Beneficial		Non-Beneficial	
	31.12.2010	1 1 2010	31.12.2010	1 1 2010
M A Heller	146,666	146,666	181,334	181,334
A R Heller	772,000	772,000	-	-
C A Joll	-	1,000	-	-
J A Sibbald	-	-	-	-
R J Grobler	-	-	-	-
G J Casey	-	-	-	-

There have not been any changes in the above shareholdings since 31 December 2010 and 15 April 2011

Details of the options to subscribe for new ordinary shares of the company granted to the directors are contained under "Share option schemes" in the remuneration report on page 25

## Substantial interests

The following have advised that they have an interest in 3 per cent or more of the issued share capital of the company as at 15 April 2011

London & Associated Properties PLC - 4,355,752 shares representing 41.68 per cent of the issued capital (M A Heller is a director and shareholder of London & Associated Properties PLC)

M A Heller - 328,000 shares representing 3.14 per cent of the issued capital

A R Heller - 772,000 share representing 7.39 per cent of the issued capital

Neil Kirton - 382,000 shares representing 3.65 per cent of the issued capital

## Disclosure of information to auditors

The directors in office at 31 December 2010 have confirmed that they are aware that there is no relevant audit information of which the auditors are unaware. Each of the directors has confirmed that they have taken all reasonable steps they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

## Corporate governance

The company has adopted the Guidance for Smaller Quoted Companies (SQC) published by the Quoted Companies Alliance. The Alliance provides guidance to SQC and their guidance covers the implementation of The UK Corporate Governance Code for SQC. The paragraphs below set out how the company has applied this guidance during the year. The company has complied with the Quoted Companies Alliance guidance throughout the year, except insofar that non-executive directors are not appointed for fixed terms (section A.7.2)

## Principals of corporate governance

The group's Board appreciates the value of good corporate governance not only in the areas of accountability and risk management, but also as a positive contribution to business prosperity. The Board endeavours to apply corporate governance principals in a sensible and pragmatic fashion having regard to the circumstances of the group's business. The key objective is to enhance and protect shareholder value.

## Board structure

During the year the Board comprised the executive chairman, the managing director, one other executive director (appointed on 1 June 2010), and two non-executive directors. Their details appear on page 16. The Board is responsible to shareholders for the proper management of the group. A statement of directors' responsibilities in respect of the accounts is set out on page 27. The non-executive directors have a particular responsibility to ensure that the strategies proposed by the executive directors are fully considered. To enable the Board to discharge its duties, all directors have full and timely access to all relevant information and there is a procedure for all directors, in furtherance of their duties, to take independent professional advice, if necessary, at the expense of the group. The Board has a formal schedule of matters reserved to it and meets bi-monthly.

The Board is responsible for overall group strategy, approval of major capital expenditure projects and consideration of significant financing matters.

The following Board committees, which have written terms of reference, deal with specific aspects of the group's affairs:

- *The nomination committee* is chaired by Christopher Joll and comprises the non-executive directors and the executive chairman. The committee is responsible for proposing candidates for appointment to the Board, having regard to the balance and structure of the Board. In appropriate cases recruitment consultants are used to assist the process. Each director is subject to re-election at least every three years.

## Directors' report

- *The remuneration committee* is responsible for making recommendations to the Board on the company's framework of executive remuneration and its cost. The committee determines the contractual terms, remuneration and other benefits for each of the executive directors, including performance related bonus schemes, pension rights and compensation payments. The Board itself determines the remuneration of the non-executive directors. The committee comprises the non-executive directors. It is chaired by Christopher Joll. The company's executive chairman is normally invited to attend meetings. The report on directors' remuneration is set out on pages 24 and 25.
- *The audit committee* comprises the two non-executive directors and is chaired by Christopher Joll. Its prime tasks are to review the scope of external audit, to receive regular reports from the Company's auditors, PKF (UK) LLP, and to review the half-yearly and annual accounts before they are presented to the Board, focusing in particular on accounting policies and areas of management judgment and estimation. The committee is responsible for monitoring the controls which are in force to ensure the integrity of the information reported to the shareholders. The committee acts as a forum for discussion of internal control issues and contributes to the Board's review of the effectiveness of the group's internal control and risk management systems and processes. The committee also considers annually the need for an internal audit function. It advises the Board on the appointment of external auditors and on their remuneration for both audit and non-audit work, and discusses the nature and scope of the audit with the external auditors. The committee, which meets formally at least twice a year, provides a forum for reporting by the group's external auditors. Meetings are also attended, by invitation, by the company chairman, managing director and finance director.

The audit committee also undertakes a formal assessment of the auditors' independence each year which includes

- a review of non-audit services provided to the group and related fees,
- discussion with the auditors of a written report detailing all relationships with the company and any other parties that could affect independence or the perception of independence,
- a review of the auditors' own procedures for ensuring the independence of the audit firm and partners and staff involved in the audit, including the regular rotation of the audit partner, and
- obtaining written confirmation from the auditors that, in their professional judgement, they are independent.

The audit committee report is set out on page 26

An analysis of the fees payable to the external audit firm in respect of both audit and non-audit services during the year is set out in Note 4 to the financial statements.

### **Performance evaluation – Board, Board committees and directors**

The performance of the Board as a whole and of its committees and the non-executive directors is assessed by the chairman and the managing director and is discussed with the senior independent director. Their recommendations are discussed at the nomination committee prior to proposals for re-election being recommended to the Board. The performance of executive directors is discussed and assessed by the remuneration committee. The senior independent director meets regularly with the chairman and both the executive and non-executive directors individually outside of formal meetings. The directors will take outside advice in reviewing performance but have not found this necessary to date.

### **Independent Directors**

The senior independent non-executive director is Christopher Joll. The other independent non-executive director is John Sibbald.

Christopher Joll has been a non-executive director for over ten years. As a consequence he does not fully meet the criteria for independence set out in the UK Corporate Governance Code (The Code).

John Sibbald has been a non-executive director of Bisichí for over twenty years - the maximum set out in The Code criteria for independence is nine years. For this reason he does not fully meet the criteria set out in The Code for independence.

The Board encourages Christopher Joll and John Sibbald to act independently. The criteria for independence on which they fail to meet The Code's criteria for independence, namely length of service and a connection with the company's public relations advisers, should not, and has not, resulted in their inability of failure to act independently. In the opinion of the Board, Christopher Joll and John Sibbald continue to fulfil their role as independent non-executive directors.

The independent directors regularly meet prior to Board meetings to discuss corporate governance issues.

## Directors' report

### Board and Board committee meetings

The number of meetings during 2010 and attendance at regular Board meetings and Board committees was as follows

		Meetings held	Meetings attended
<b>M A Heller</b>	<b>Board</b>	<b>5</b>	<b>5</b>
	<b>Nomination committee</b>	<b>1</b>	<b>1</b>
<b>A R Heller</b>	<b>Board</b>	<b>5</b>	<b>5</b>
	<b>Audit committee</b>	<b>2</b>	<b>2</b>
<b>G J Casey</b>	<b>Board (since appointment on 1 June 2010)</b>	<b>3</b>	<b>3</b>
<b>R J Grobler</b>	<b>Board</b>	<b>5</b>	<b>1</b>
<b>C A Joll</b>	<b>Board</b>	<b>5</b>	<b>5</b>
	<b>Audit committee</b>	<b>2</b>	<b>2</b>
	<b>Nomination committee</b>	<b>1</b>	<b>1</b>
	<b>Remuneration committee</b>	<b>4</b>	<b>4</b>
<b>J A Sibbald</b>	<b>Board</b>	<b>5</b>	<b>5</b>
	<b>Audit committee</b>	<b>2</b>	<b>2</b>
	<b>Nomination committee</b>	<b>1</b>	<b>1</b>
	<b>Remuneration committee</b>	<b>4</b>	<b>2</b>

The audit committee had two meetings in 2010 with the external auditors present, prior to release of the 2009 annual results. Members of the committee discussed the 30 June 2010 half year results prior to their approval by the full Board. The nomination committee held one meeting during the year.

### Internal control

The directors are responsible for the group's system of internal control and review of its effectiveness annually. The Board has designed the group's system of internal control in order to provide the directors with reasonable assurance that its assets are safeguarded, that transactions are authorised and properly recorded and that material errors and irregularities are either prevented or would be detected within a timely period. However, no system of internal control can eliminate the risk of failure to achieve business objectives or provide absolute assurance against material misstatement or loss.

The key elements of the control system in operation are:

- The Board meets regularly with a formal schedule of matters reserved to it for decision and has put in place an organisational structure with clearly defined lines of responsibility and with appropriate delegation of authority,
- There are established procedures for planning, approval and monitoring of capital expenditure and information systems for monitoring the group's financial performance against approved budgets and forecasts,
- UK property and financial operations are closely monitored by members of the Board and senior managers to enable them to assess risk and address the adequacy of measures in place for its monitoring and control. The South African operations are closely supervised by the UK based executives through daily, weekly and monthly reports from the directors and senior officers in South Africa. This is supplemented by monthly visits by the UK based finance director to the South African operations which include checking the integrity of information supplied to the UK. The directors are guided by the internal control guidance for directors issued by the Institute of Chartered Accountants in England and Wales.

During the period, the audit committee has reviewed the effectiveness of internal control as described above. The Board receives periodic reports from its committees.

There are no significant issues disclosed in the Annual Report for the year ended 31 December 2010 (and up to the date of approval of the report) concerning material internal control issues. The directors confirm that the Board has reviewed the effectiveness of the system of internal control as described during the period.

### Communication with shareholders

Communication with shareholders is a matter of priority. Extensive information about the group and its activities is given in the Annual Report, which are made available to shareholders. Further information is available on the company's website, [www.bisich.co.uk](http://www.bisich.co.uk). There is a regular dialogue with institutional investors. Enquiries from individuals on matters relating to their shareholdings and the business of the group are dealt with informatively and promptly.

### Payment of suppliers

The company agrees contract terms with suppliers when orders are placed. Payments to suppliers are made in accordance with those terms, provided that suppliers have complied with all relevant terms and conditions. Trade creditors outstanding at the year-end represented 3.1 days trade purchases (2009 – 12.4 days).

## Directors' report

### **Takeover Directive**

The company has one class of share capital, ordinary shares. Each ordinary share carries one vote. All the ordinary shares rank par passu. There are no securities issued in the company which carry special rights with regard to control of the company. The identity of all substantial direct or indirect holders of securities in the company and the size and nature of their holdings is shown under the "Substantial interests" section of this report above.

A relationship agreement dated 15 September 2005 (the "Relationship Agreement") was entered into between the company and London & Associated Properties PLC ("LAP") in regard to the arrangements between them while LAP is a controlling shareholder of the company. The Relationship Agreement includes a provision under which LAP has agreed to exercise the voting rights attached to the ordinary shares in the company owned by LAP to ensure the independence of the Board of directors of the company.

Other than the restrictions contained in the Relationship Agreement, there are no restrictions on voting rights or on the transfer of ordinary shares in the company. The rules governing the appointment and replacement of directors, alteration of the articles of association of the company and the powers of the company's directors accord with usual English company law provisions. Each director is re-elected every three years or more frequently. The company is not party to any significant agreements that take effect, alter or terminate upon a change of control of the company following a takeover bid. The company is not aware of any agreements between holders of its ordinary shares that may result in restrictions on the transfer of its ordinary shares or on voting rights.

There are no agreements between the company and its directors or employees providing for compensation for loss of office or employment that occurs because of a takeover bid.

### **Annual General Meeting**

The annual general meeting will be held at the Company's offices at 30-35 Pall Mall, London SW1Y 5LP on Tuesday 7 June 2011 at 11.00 a.m. Resolutions 1 to 8 and 9 to 11 will be proposed as ordinary resolutions. More than 50 per cent of shareholders' votes must be in favour for these resolutions to be passed. Resolutions 12 to 14 will be proposed as special resolutions. At least 75 per cent of shareholders' votes must be in favour for these resolutions to be passed.

The directors consider that all of the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The Board recommends that shareholders vote in favour of all resolutions.

### **Authorisation of share option grant (Resolution 9)**

On the recommendation of the remuneration committee, the board approved the grant of a share option on 31 August 2010 to the company's new finance director, Garrett Casey. The option was granted subject to authorisation by the members – this resolution, if approved, will give that authorisation. An option agreement relating to the grant of the option to subscribe for up to 80,000 ordinary shares of 10p each in the capital of the company at a price of £2.025p per share was conditionally

entered into between the company and Garrett Casey on 31 August 2010. A summary of the principal terms of the agreement is set out in the explanatory notes to the AGM at pages 61 to 62 of this document.

### **The issue of scrip dividends (Resolution 10)**

Members are to be offered, in accordance with Article 155 of the company's Articles of Association the right to elect to receive all or part of the recommended final dividend in lieu of cash by way of a new issue of ordinary shares. In accordance with Article 155, an Ordinary Resolution is required from the shareholders in order to permit a Scrip Dividend. In order to enable the directors to effect the issue of new ordinary shares the shareholders are required to give the directors authority to issue and allot the new ordinary shares and permit the directors to capitalise out of such of the sums standing to the credit of reserves equal to the nominal value of the new ordinary shares of the company to be allotted pursuant to any elections made by the shareholders in accordance with their respective entitlements.

### **Directors' authority to allot shares (Resolution 11)**

Paragraph 13.1.1 of Resolution 13 would give the directors the authority to allot shares in the company and grant rights to subscribe for or convert any security into shares in the company up to an aggregate nominal value of £348,384. This represents approximately 33.3 per cent of the ordinary share capital of the company in issue (excluding treasury shares) at 14 April 2011 (being the last practicable date prior to the publication of this Directors' Report). In line with recent guidance issued by the Association of British Insurers ('ABI') paragraph 13.1.2 of Resolution 13 would give the directors the authority to allot shares in the company and grant rights to subscribe for or convert any security into shares in the company up to a further aggregate nominal value of £348,384, in connection with a rights issue. This amount represents approximately 33.3 per cent of the ordinary share capital of the company in issue (excluding treasury shares) at 14 April 2011 (being the last practicable date prior to the publication of this Directors' Report). The directors' authority will expire at the conclusion of the next Annual General Meeting. The directors have no present intention to make use of this authority. However, if they do exercise the authority, the directors intend to follow emerging best practice as regards its use as recommended by the ABI.

### **Disapplication of pre-emption rights (Resolution 12)**

A special resolution will be proposed at the Annual General Meeting in respect of this disapplication of pre-emption rights.

Shares allotted for cash must normally first be offered to shareholders in proportion to their existing shareholdings. The directors will, at the forthcoming Annual General Meeting of the company seek power to allot shares as if the pre-emption rights contained in Section 561 of the Companies Act 2006 did not apply up to a maximum of 10% of the company's issued share capital. The authority will expire at the earlier of the conclusion of the company's next annual general meeting and 15 months from the passing of Resolution 12.

## Directors' report

### Notice of General Meetings (Resolution 13)

The Shareholder Rights Directive was implemented in the UK in August 2009. One of the requirements of the Directive is that all general meetings must be held on 21 clear days' notice unless shareholders agree to a shorter notice period. We are proposing a resolution at the AGM so that we are able to call general meetings (other than annual general meetings) on 14 clear days' notice.

### Purchase of own Ordinary Shares (Resolution 14)

The effect of Resolution 14 would be to renew the directors' current authority to make limited market purchases of the company's ordinary shares of 10 pence each. The power is limited to a maximum aggregate number of 1,045,150 ordinary shares (representing approximately 10 per cent of the company's issued share capital as at 14 April 2011 (being the latest practicable date prior to publication of this Directors' Report)). The minimum price (exclusive of expenses) which the company would be authorised to pay for each ordinary share would be 10 pence (the nominal value of each ordinary share). The maximum price (again exclusive of expenses) which the company would be authorised to pay for an ordinary share is an amount equal to the higher of (i) 105% of the average market price for an ordinary share for the five business days preceding any such purchase and (ii) the higher of the last independent trade for an ordinary share and the highest current independent bid for an ordinary share as derived from the trading venue where the purchase is carried out. The authority conferred by Resolution 14 will expire at the conclusion of the company's next Annual General Meeting to be held in 2012 or 15 months from the passing of the resolution, whichever is the earlier. Any purchases of ordinary shares would be made by means of market purchase through the London Stock Exchange. If granted, the authority would only be exercised if, in the opinion of the directors, to do so would result in an increase in earnings per share or net asset value per share and would be in the best interests of shareholders generally. In exercising the authority to purchase ordinary shares, the directors may treat the shares that have been bought back as either cancelled or held as treasury shares (shares held by the company itself). No dividends may be paid on shares which are held as treasury shares and no voting rights are attached to them.

As at 14 April 2011 (being the last practicable date prior to the publication of this Directors' Report) the total number of options to subscribe for new ordinary shares in the company as at 31 December 2010 was 718,000 shares representing 6.9% of the company's issued share capital as at 31 December 2010. Such number of options to subscribe for new ordinary shares would represent approximately 6.25% of the reduced issued share capital of the company assuming full use of the authority to make market purchases sought under Resolution 14.

### Donations

No political or charitable donations were made during the year (2009 Nil).

### Going concern

The group's business activities, together with the factors likely to affect its future development are set out in the Chairman's Statement on the preceding page 2 and the Mining Review on pages 5 to 10. In addition Note 21 to the financial statements includes the group's treasury policy, interest rate risk, liquidity risk and hedging profile.

The group has considerable financial resources which, together with the long term leases with the majority of its tenants of its property portfolio. The directors have a reasonable expectation of improved market conditions in 2011 and a return to profitability for Black Wattle Colliery, its direct mining asset. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the loss for the year.

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 of accounting in preparing the annual financial statements.

### Other matters

PKF (UK) LLP has expressed its willingness to continue in office as auditors. A proposal will be made at the annual general meeting for its re-appointment, and for its remuneration to be determined by the directors.

### By order of the board

#### Heather Curtis

Secretary

30-35 Pall Mall  
London SW1Y 5LP

15 April 2011



# Remuneration report

## The remuneration committee is pleased to present its report for the year ended 31 December 2010.

The remuneration committee is a formally constituted committee and is comprised exclusively of non-executive directors

The members of the committee are Christopher Joll (chairman) and John Sibbald

### Remuneration policy for executive directors and non-executive directors

The principal function of the remuneration committee is to determine, on behalf of the Board, the remuneration and other benefits of the executive directors and senior executives, including pensions, share options and service contracts. The company's policy is to ensure that the executive directors are rewarded competitively in relation to other companies in order to retain and motivate them. The emoluments of each executive director comprises basic salary, a bonus at the discretion of the remuneration committee, provision of a car, premiums paid in respect of individual defined contribution pension arrangements, health insurance premium and share options.

The remuneration committee receives updates on pay and employment conditions applying to other group employees. These are taken into consideration when setting executive

directors' remuneration consistent with the group's general aim of seeking to reward all employees fairly according to the nature of their role, their performance and market forces.

The remuneration of non-executive directors is determined by the board, and takes into account additional remuneration for services outside the scope of the ordinary duties of non-executive directors. No pension costs are incurred on behalf of non-executive directors and they do not participate in the share option schemes.

### Service and employment contracts

All executive directors have full time contracts of employment with the company. Non-executive directors have contracts of service. No director has a contract of employment or contract of service with the company, its joint venture or associated companies with a fixed term which exceeds six months. All directors' contracts, as amended from time to time, have run from the date of appointment. Details of the directors standing for re-election are given under 'Directors' in the Directors' report. The policy of the committee is not to grant employment contracts or contracts of service in excess of six months and there are no provisions for termination payments. A summary of terms of service and employment is as follows:

	Start date of contract	Unexpired term	Notice period
<b>Executive directors</b>			
M A Heller	November 1972	Continuous	6 months
A R Heller	January 1994	Continuous	3 months
G J Casey*	June 2010	Continuous	3 months
R J Grobler	April 2008	Continuous	3 months
<b>Non-executive directors</b>			
C A Joll	February 2001	Continuous	3 months
J A Sibbald	October 1988	Continuous	3 months

\* G J Casey with effect from 1 June 2010

The following information has been audited:

Directors' remuneration	Salaries and fees £'000	Bonus £'000	Benefits £'000	Total before pensions £'000	Pension contributions £'000	Total 2010 £'000	Total 2009 £'000
<b>Executive directors</b>							
M A Heller	75	-	-	75	-	75	150
A R Heller	350	150	38	538	30	568	817
G J Casey *	59	40	8	107	12	119	-
R Grobler	184	73	23	280	10	290	281
T M Kearney †	-	-	-	-	-	-	134
	<b>668</b>	<b>263</b>	<b>69</b>	<b>1,000</b>	<b>52</b>	<b>1,052</b>	<b>1,382</b>
<b>Non-executive directors</b>							
C A Joll	20	-	-	20	-	20	20
J A Sibbald	2	-	3	5	-	5	5
	<b>22</b>	<b>-</b>	<b>3</b>	<b>25</b>	<b>-</b>	<b>25</b>	<b>25</b>
<b>Total</b>	<b>690</b>	<b>263</b>	<b>72</b>	<b>1,025</b>	<b>52</b>	<b>1,077</b>	<b>1,407</b>

\* G J Casey with effect from 1 June 2010

† T M Kearney resigned 31 July 2009

# Remuneration report

## Pension schemes and incentives

Three (2009 three) directors have benefits under money purchase pension schemes. Contributions in 2010 were £52,000 (2009 £49,000), see table above. Directors are not entitled to benefits under any bonus or incentive schemes apart from the share option schemes details of which are set out below. Bonuses are awarded by the remuneration committee when merited.

Performance bonuses were awarded by the remuneration committee to three executive directors during 2010 (2009 3)

## Share option schemes

The company has three "Unapproved" Share Option Schemes which are not subject to HM Revenue and Customs (HMRC) approval. The "First Scheme" was approved by shareholders on 15 June 1999. The "Second Scheme" was approved by shareholders on 23 June 2005, options having been provisionally granted under it on 23 September 2004, and the "2006 Scheme" was approved by shareholders on 29 June 2006. Shareholder approval will be sought for the grant of an option, the "2010 scheme" also not subject to HMRC approval, at the Annual General Meeting to be held on Tuesday 7 June 2011, the option having been conditionally granted on 31 August 2010. All available options under each of the Schemes have been granted.

Directors' remuneration	Number of share options		Options granted in		Exercisable from	Exercisable to
	Option price*	1 January 2010	31 December 2010	31 December 2010		
<b>First Scheme</b>						
A R Heller	34p	233,000	-	233,000	30/9/2005	29/9/2012
Employee	34p	80,000	-	80,000	30/9/2005	29/9/2012
<b>Second Scheme</b>						
A R Heller	149p	80,000	-	80,000	23/9/2007	22/9/2014
<b>The 2006 Scheme</b>						
A R Heller	237.5p	275,000	-	275,000	4/10/2009	3/10/2016
Employee	237.5p	50,000	-	50,000	4/10/2009	3/10/2016
<b>The 2010 Scheme</b>						
G J Casey	202.5p	-	80,000	80,000	31/08/2013	30/08/2020

The grant of the option to G J Casey on 31 August 2010 is conditional on shareholder approval at the Annual General Meeting to be held on Tuesday 7 June 2011.

\*Middle market price at date of grant

No consideration is payable for the grant of options under the Unapproved Share Option Scheme or for the option granted under the 2010 Scheme, if approved by members on 7 June 2011. The exercise of options under the Unapproved Share Option Schemes is subject to the satisfaction of objective performance conditions specified by the remuneration committee, which will conform to institutional shareholder guidelines and best practice provisions in force from time to time. The remuneration committee has not yet set these guidelines for the First Scheme and the 2006 Scheme. The performance conditions for the Second Scheme, agreed by members on 23 June 2005, requires growth in net assets over a three year period to exceed the growth in the retail price index by a scale of percentages. The performance conditions for the option granted under the 2010 Scheme, if approved by members on 7 June 2011, requires growth in group net assets over a three year period to exceed growth in the retail price index by a scale of percentages more information on this can be found in the explanatory notes to the AGM at pages 61 to 62 of this document.

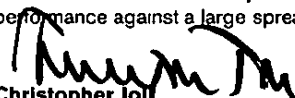
The middle market price of Bisich Mining PLC ordinary shares at 31 December 2010 was 200p (2009-175p). During the year the share price ranged between 171p and 204p.

The following information is unaudited.

The board's policy is to grant options to executive directors, managers and staff at appropriate times to provide them with

an interest in the longer term development of the group.

The following graph illustrates the company's performance compared with a broad equity market index over a five year period. Performance is measured by total shareholder return. The directors have chosen the FTSE All Share - Total Return Index as a suitable index for this comparison as it gives an indication of performance against a large spread of quoted companies.

  
**Christopher Jol**  
 Chairman - remuneration committee

30-35 Pall Mall  
 London SW1Y 5LP

15 April 2011

# Audit committee report

The committee's terms of reference have been approved by the board and follow published guidelines, which are available from the company secretary. The audit committee comprises the two non-executive directors, Christopher Joll (chairman), an experienced financial PR executive and John Sibbald, a retired chartered accountant.

*The Audit Committee's prime tasks are to*

Review the scope of external audit, to receive regular reports from PKF (UK) LLP and to review the half-yearly and annual accounts before they are presented to the board, focusing in particular on accounting policies and areas of management judgment and estimation,

Monitor the controls which are in force to ensure the integrity of the information reported to the shareholders,

Assess key risks and to act as a forum for discussion of risk issues and contribute to the board's review of the effectiveness of the group's risk management control and processes,

Act as a forum for discussion of internal control issues and contribute to the board's review of the effectiveness of the group's internal control and risk management systems and processes,

Consider each year the need for an internal audit function,

Advise the board on the appointment of the external auditor and rotation of the audit partner every five years, and on their remuneration for both audit and non-audit work, and discuss the nature and scope of their audit work,

Participate in the selection of a new external audit partner and agree the appointment when required,

Undertake a formal assessment of the auditor's independence each year which includes

- a review of non-audit services provided to the group and related fees,
- discussion with the auditor of a written report detailing all relationships with the company and any other parties that could affect independence or the perception of independence,
- a review of the auditor's own procedures for ensuring the independence of the audit firm and partners and staff involved in the audit, including the regular rotation of the audit partner, and
- obtaining written confirmation from the auditor that, in their professional judgement, they are independent

## Meetings

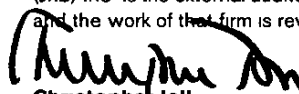
The committee meets prior to the annual audit with the external auditor to discuss the audit plan and again prior to the publication of the annual results. These meetings are attended by the external audit partner, managing director, director of finance and company secretary. Prior to bi-monthly board meetings the members of the committee meet on an informal basis to discuss any relevant matters which may have arisen. Additional formal meetings are held as necessary.

During the past year the committee

- Met with the external auditor, and discussed their report to the Audit Committee,
- Approved the publication of annual and half-year financial results,
- Considered and approved the annual review of internal controls,
- Decided that due to the size and nature of operation there was not a current need for an internal audit function,
- Agreed the independence of the auditor and approved their fees for both audit and non-audit services as set out in note 4 to the financial statements

## External Auditor

PKF (UK) LLP held office throughout the year. In the United Kingdom the company is provided with extensive administration and accounting services by London & Associated Properties PLC which has its own audit committee and employs a separate firm of external auditors, Baker Tilly UK Audit LLP. In South Africa PKF (Jhb) Inc is the external auditor to the South African companies, and the work of that firm is reviewed by PKF (UK) LLP.



**Christopher Joll**  
Chairman - audit committee

30-35 Pall Mall  
London SW1Y 5LP  
15 April 2011

# Valuers' certificates

## To the directors of Bisichi Mining PLC

In accordance with your instructions we have carried out a valuation of the freehold property interests held as at 31 December 2010 by the company as detailed in our Valuation Report dated 26 January 2011

Having regard to the foregoing, we are of the opinion that the open market value as at 31 December 2010 of the interests owned by the Company was £9,110,000 being made up as follows

	£000
Freehold properties	9,110
	<b>9,110</b>

Leeds  
26 January 2011

**BNP Paribas Real Estate Advisory and Property Management UK Limited**  
Regulated by Royal Institution of Chartered Surveyors

## To the directors of Bisichi Mining PLC

In accordance with your instructions we have carried out a valuation of the leasehold property interests held as at 31 December 2010 by the company as detailed in our Valuation Report dated 2 February 2011

Having regard to the foregoing, we are of the opinion that the open market value as at 31 December 2010 of the interests owned by the Company was £3,000,000 being made up as follows

	£000
Leasehold properties	3,000
	<b>3,000</b>

Leeds  
2 February 2011

**Carter Towler LLP**  
Chartered Surveyors

# Statement of directors' responsibilities

The directors are responsible for preparing the directors' report, the directors' remuneration report and the financial statements in accordance with applicable law and regulations. They are also responsible for ensuring that the annual report includes information required by the Listing Rules of the Financial Services Authority.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors are required to prepare the group financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and have elected to prepare the parent company 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 the group and of the profit or loss of the group for that period. In preparing these financial statements the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether the group financial statements have been prepared in accordance with IFRSs as adopted by the European Union
- state, with regard to the parent company financial statements, whether applicable 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 and the group 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 the group and enable them to ensure that the group financial statements comply with the Companies Act 2006 and Article 4 of the IAS Regulation and the parent company financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements and other information included in annual reports may differ from legislation in other jurisdictions.

The directors confirm, to the best of their knowledge

- that the group financial statements, which have been prepared in accordance with IFRS as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit or loss of the group, and
- that the management report included within the directors' report includes a fair review of the development and performance of the business and the position of the company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

The names and functions of all the directors are stated on page 16

# Independent auditor's report

to the members of Bisichi Mining PLC

We have audited the financial statements of Bisichi Mining PLC for the year ended 31 December 2010 which comprise the consolidated income statement, the consolidated statement of comprehensive income, the consolidated and parent company balance sheets, the consolidated statement of changes in shareholders' equity, the consolidated cash flow statement and the related notes. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial accounting framework that has been applied in the preparation of the parent company financial statements 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, 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 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 group's and the parent 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 annual report and accounts 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 group's and the parent company's affairs as at 31 December 2010 and of the group's loss for the year then ended,
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union,

- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006 and, as regards the group financial statements, Article 4 of the IAS Regulation.

#### Opinion on other matters prescribed by the Companies Act 2006

In our opinion

- the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006, and
- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

#### Matters on which we are required to report by exception


We have nothing to report in respect of the following

Under the Companies Act 2006 we are required to report to you if, in our opinion

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company financial statements and the part of the directors' remuneration report to be audited 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.

Under the Listing Rules we are required to review

- the directors' statement, set out on page 23, in relation to going concern, and
- the part of the corporate governance statement relating to the company's compliance with the nine provisions of the June 2008 Combined Code specified for our review.

  
**Stuart Barnsdall (Senior statutory auditor)**  
for and on behalf of PKF (UK) LLP,

Statutory auditor  
London UK  
15 April 2011

# Consolidated income statement

for the year ended 31 December 2010

	Notes	2010 Trading £'000	2010 Revaluations £'000	2010 Total £'000	2009 £'000
<b>Group revenue</b>	1	<b>32,824</b>	-	<b>32,824</b>	29,016
Operating costs	2	<b>(34,864)</b>	-	<b>(34,864)</b>	(24,616)
<b>Operating (loss)/profit before fair value adjustments</b>	1	<b>(2,040)</b>	-	<b>(2,040)</b>	4,400
Increase in value of investment properties	3	-	245	245	67
Gains on held for trading investments		-	90	90	425
<b>Operating (loss)/profit</b>	1	<b>(2,040)</b>	<b>335</b>	<b>(1,705)</b>	4,892
Share of profit in joint ventures	13	-	61	61	101
<b>(Loss)/profit before interest and taxation</b>		<b>(2,040)</b>	<b>396</b>	<b>(1,644)</b>	4,993
Interest receivable		174	-	174	226
Interest payable	6	(343)	-	(343)	(216)
<b>(Loss)/profit before tax</b>	4	<b>(2,209)</b>	<b>396</b>	<b>(1,813)</b>	5,003
Taxation	7	540	(13)	527	(1,330)
<b>(Loss)/profit for the year</b>		<b>(1,669)</b>	<b>383</b>	<b>(1,286)</b>	3,673
<b>Attributable to:</b>					
Equity holders of the company		(1,595)	383	(1,212)	3,673
Non-controlling interest	26	(74)	-	(74)	-
<b>(Loss)/profit for the year</b>		<b>(1,669)</b>	<b>383</b>	<b>(1,286)</b>	3,673
(Loss)/earnings per share – basic	9	(15.26)p	3.66p	(11.60)p	35.14p
(Loss)/earnings per share – diluted	9	(15.26)p	3.66p	(11.60)p	34.35p

Trading income reflects all the trading activity on mining and property operations. Revaluation income reflects the revaluation of investment properties and other assets within the group and any proportion of these amounts within Joint Ventures. The total column represents the consolidated income statement presented in accordance with IAS 1.

# Consolidated statement of comprehensive income

for the year ended 31 December 2010

	2010 £'000	2009 £'000
<b>(Loss)/profit for the year</b>	<b>(1,286)</b>	3,673
<b>Other comprehensive income</b>		
Exchange differences on translation of foreign operations	747	530
Taxation	-	-
<b>Other comprehensive income for the year net of tax</b>	<b>(539)</b>	4,203
<b>Total comprehensive income for the year net of tax</b>	<b>(539)</b>	4,203
<b>Attributable to:</b>		
Equity shareholders	(459)	4,203
Non-controlling interest	(80)	-
	<b>(539)</b>	4,203


# Consolidated balance sheet

at 31 December 2010

	Notes	2010 £'000	2009 £'000
<b>Assets</b>			
<b>Non-current assets</b>			
Value of investment properties	10	12,110	11,865
Fair value of head lease	30	233	246
		<b>12,343</b>	12,111
Mining reserves, plant and equipment	11	9,615	8,057
Investments in joint ventures	12	3,607	3,259
Other investments	12	150	496
<b>Total non-current assets</b>		<b>25,715</b>	23,923
<b>Current assets</b>			
Inventories	15	705	1,139
Trade and other receivables	16	4,719	2,060
Corporation tax recoverable		115	19
Held for trading investments	17	605	510
Cash and cash equivalents		5,399	6,609
<b>Total current assets</b>		<b>11,543</b>	10,337
<b>Total assets</b>		<b>37,258</b>	34,260
<b>Liabilities</b>			
<b>Current liabilities</b>			
Borrowings	19	(1,759)	(4,593)
Trade and other payables	18	(7,865)	(5,571)
Current tax liabilities		(362)	(260)
<b>Total current liabilities</b>		<b>(9,986)</b>	(10,424)
<b>Non-current liabilities</b>			
Borrowings	19	(5,326)	(533)
Provision for rehabilitation	20	(1,025)	(772)
Finance lease liabilities	30	(233)	(246)
Deferred tax liabilities	22	(2,340)	(2,985)
<b>Total non-current liabilities</b>		<b>(8,924)</b>	(4,536)
<b>Total liabilities</b>		<b>(18,910)</b>	(14,960)
<b>Net assets</b>		<b>18,348</b>	19,300
<b>Equity</b>			
Share capital	23	1,045	1,045
Translation reserve		68	(685)
Other reserves	24	485	480
Retained earnings		16,356	18,460
<b>Total equity attributable to equity shareholders</b>		<b>17,954</b>	19,300
Non-controlling interest	26	394	-
<b>Total equity</b>		<b>18,348</b>	19,300

These financial statements were approved and authorised for issue by the board of directors on 15 April 2011 and signed on its behalf by

  
A R Hellek  
Director

  
G J Casey  
Director

  
Company Registration No 112155

# Consolidated statement of changes in shareholders' equity

for the year ended 31 December 2010

	Share capital £000	Translation reserves £000	Other reserves £000	Retained earnings £000	Total £000	Non- controlling interest £000	Total equity £000
Balance at 1 January 2009	1,045	(1,215)	663	15,153	15,646	-	15,646
Revaluation of investment properties	-	-	-	67	67	-	67
Other income statement movements	-	-	-	3,606	3,606	-	3,606
Profit for the year	-	-	-	3,673	3,673	-	3,673
Exchange adjustment	-	530	-	-	530	-	530
Total comprehensive income for the year	-	530	-	3,673	4,203	-	4,203
Dividend	-	-	-	(366)	(366)	-	(366)
Equity share options	-	-	(183)	-	(183)	-	(183)
<b>Balance at 1 January 2010</b>	<b>1,045</b>	<b>(685)</b>	<b>480</b>	<b>18,460</b>	<b>19,300</b>	<b>-</b>	<b>19,300</b>
Revaluation of investment properties	-	-	-	245	245	-	245
Other income statement movements	-	-	-	(1,457)	(1,457)	(74)	(1,531)
Loss for the year	-	-	-	(1,212)	(1,212)	(74)	(1,286)
Exchange adjustment	-	753	-	-	753	(6)	747
Total comprehensive income for the year	-	753	-	(1,212)	(459)	(80)	(539)
Dividend	-	-	-	(418)	(418)	-	(418)
Equity share options	-	-	5	-	5	-	5
Disposal of shares in subsidiary	-	-	-	(474)	(474)	474	-
<b>Balance at 31 December 2010</b>	<b>1,045</b>	<b>68</b>	<b>485</b>	<b>16,356</b>	<b>17,954</b>	<b>394</b>	<b>18,348</b>

# Consolidated cash flow statement

for the year ended 31 December 2010

	Year ended 31 December 2010 £'000	Year ended 31 December 2009 £'000
<b>Cash flows from operating activities</b>		
Operating (loss)/profit	(1,705)	4,892
Adjustments for		
Depreciation	2,414	2,541
Share based payment expense	5	(183)
Gain on investments held for trading	(90)	(425)
Unrealised gain on investment properties	(245)	(67)
<b>Cash flow before working capital</b>	<b>379</b>	<b>6,758</b>
Change in inventories	434	258
Change in trade and other receivables	(2,150)	4,042
Change in trade and other payables	834	(1,478)
Change in provisions	253	201
Acquisitions of held for trading investments	(6)	(75)
Proceeds from held for trading investments	-	617
<b>Cash generated from operations</b>	<b>(256)</b>	<b>10,323</b>
Interest received	174	226
Interest paid	(343)	(216)
Income tax paid	(112)	(2,359)
<b>Cash flow from operating activities</b>	<b>(537)</b>	<b>7,974</b>
<b>Cash flows from investing activities</b>		
Acquisition of reserves, plant and equipment	(2,639)	(2,087)
Disposal/(acquisitions) of investments	405	(136)
<b>Cash flow from investing activities</b>	<b>(2,234)</b>	<b>(2,223)</b>
<b>Cash flows from financing activities</b>		
Borrowings drawn	2,300	406
Borrowings repaid	(231)	(700)
Equity dividends paid	(418)	(366)
<b>Cash flow from financing activities</b>	<b>1,651</b>	<b>(660)</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(1,120)</b>	<b>5,091</b>
Cash and cash equivalents at 1 January	5,077	(116)
Exchange adjustment	20	102
<b>Cash and cash equivalents at 31 December</b>	<b>3,977</b>	<b>5,077</b>
Cash and cash equivalents at 31 December comprise		
Cash and cash equivalents as presented in the balance sheet	5,399	6,609
Bank overdrafts (secured)	(1,422)	(1,532)
	<b>3,977</b>	<b>5,077</b>

# Group accounting policies

for the year ended 31 December 2010

## **Basis of accounting**

The results for the year ended 31 December 2010 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The principal accounting policies are described below.

The group financial statements are presented in £ sterling and all values are rounded to the nearest thousand pounds (£000) except when otherwise stated.

## **International Accounting Standards (IAS/IFRS)**

The financial statements are prepared in accordance with International Financial Reporting Standards and Interpretations in force at the reporting date. These are prepared under the historic cost convention as modified by the revaluation of investment properties and available for sale investments.

During 2010 the following accounting standards and guidance were adopted by the group:

- IAS 27 (Revised) Consolidated and separate financial statements. The standard requires that transactions involving non-controlling interests, where no change in control occurs should be accounted for as equity transactions. Furthermore losses of the group, which are attributable to the owners of non-controlling interest, are attributed to these owners, even if this results in a deficit. The impact on the results for the year is the disclosure of a £74,000 loss for the year attributable to non-controlling interest.

During 2010 all other standards and interpretations that were mandatory for the accounting period and were required to be adopted by the group either had no material impact on the group's financial statements or were not relevant to the operations of the group.

The group has not adopted any standards or interpretations in advance of the required implementation dates. It is not expected that adoption of any standards or interpretations which have been issued by the International Accounting Standards Board but have not been adopted will have a material impact on the financial statements.

## **Key Judgements and Estimates**

The directors consider their judgements and estimates surrounding the life of the mine and its reserves to have the most significant effect on the amounts recognised in the financial statements and to be the area where the financial statements are at most risk of a material adjustment due to estimation uncertainty.

In addition the directors note that other areas, in particular the valuation of the investment properties, are considered to be less judgemental due to the nature of the underlying properties and the use of external valuers.

## **Basis of consolidation**

The group accounts incorporate the accounts of Bisich Mining Plc and all of its subsidiary undertakings, together with the group's share of the results of its joint ventures and associates. Non-controlling interests in subsidiaries are presented separately from the equity attributable to equity owners of the parent company. When changes in ownership in a subsidiary do not result in a loss of control, the non-controlling shareholders' interest are initially measured at the non-controlling interests' proportionate share of the subsidiaries net assets. Subsequent to this, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes

in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

## **Revenue**

Revenue comprises sales of coal and property rental income. Revenue is recognised when delivery of the product or service has been made and when the customer has a legally binding obligation to settle under the terms of the contract and has assumed all significant risks and rewards of ownership.

Revenue is only recognised on individual sales when all of the significant risks and rewards of ownership have been transferred to a third party. In most instances revenue is recognised when the product is delivered to the location specified by the customer, which is typically when loaded into transport, where the customer pays the transportation costs.

Rental income is recognised in the group income statement on a straight-line basis over the term of the lease. This includes the effect of lease incentives.

## **Investment Properties**

Investment properties comprise freehold and long leasehold land and buildings. Investment properties are carried at fair value in accordance with IAS 40 'Investment Properties'. Properties are recognised as investment properties when held for long-term rental yields, and after consideration has been given to a number of factors including length of lease, quality of tenant and covenant, value of lease, management intention for future use of property, planning consents and percentage of property leased. Investment properties are revalued annually by professional external surveyors and included in the balance sheet at their fair value. Gains or losses arising from changes in the fair values of assets are recognised in the consolidated income statement in the period to which they relate. In accordance with IAS 40, investment properties are not depreciated. Properties held for use in the business are not recognised as investment properties and are held at depreciated historical cost.

The fair value of the head leases is the net present value of the current head rent payable on leasehold properties until the expiry of the lease.

## **Mining reserves, plant and equipment**

The cost of property, plant and equipment comprises its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in accordance with agreed specifications. Freehold land is not depreciated. Other property, plant and equipment is stated at historical cost less accumulated depreciation.

The life of mine remaining as at year end is currently estimated at 5 years. A provision for rehabilitation of the mine is carried at fair value and is provided for over the life of mine. The provision includes the restoration of the underground, opencast and surface operations and is estimated to be utilised at the end of the life of mine of the group. The timing and final cost of the rehabilitation is uncertain and will depend on the duration of the mine life and the quantities of coal extracted from the reserves.

## **Mine reserves and development cost**

The purpose of mine development is to establish secure working conditions and infrastructure to allow the safe and efficient extraction of recoverable reserves. Depreciation on mine development is not charged until production commences or the assets are put to use. On commencement of full production, depreciation is charged over the life of the associated mine reserves on a straight-line basis.

## Group accounting policies

### Surface mine development

Expenditure incurred prior to the commencement of working surface mine sites, net of any residual value and taking into account the likelihood of the site being mined, is capitalised within property, plant and equipment and charged to the income statement over the life of the recoverable reserves of the scheme

### Other assets and depreciation

The cost, less estimated residual value, of other property, plant and equipment is written off on a straight-line basis over the asset's expected useful life. Residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. Changes to the estimated residual values or useful lives are accounted for prospectively. Heavy surface mining and other plant and equipment is depreciated at varying rates depending upon its expected usage.

The depreciation rates generally applied are

Mining equipment	The shorter of its useful life or the life of the mine
Mining reserves	Over the expected life of the reserves
Motor vehicles	25-33 per cent per annum
Office equipment	10-33 per cent per annum

### Employee Benefits

#### Share based remuneration

The company operates a share option scheme. The fair value of the share option scheme is determined at the date of grant. This fair value is then expensed on a straight-line basis over the vesting period, based on an estimate of the number of shares that will eventually vest. The fair value of options granted is calculated using a binomial or Black-Scholes-Merton model. Details of the share options in issue are disclosed in the Directors Remuneration Report on page 25 under the heading Share option schemes which is within the audited part of this report.

#### Pensions

The group operates a defined contribution pension scheme. The contributions payable to the scheme are expensed in the period to which they relate.

### Foreign Currencies

Monetary assets and liabilities are translated at year end exchange rates and the resulting exchange rate differences are included in the consolidated income statement within the results of operating activities if arising from trading activities and within finance cost/income if arising from financing.

For consolidation purposes, income and expense items are included in the consolidated income statement at average rates, and assets and liabilities are translated at year end exchange rates. Translation differences arising on consolidation are taken directly to reserves. Where foreign operations are disposed of, the cumulative exchange differences of that foreign operation are recognised in the consolidated income statement when the gain or loss on disposal is recognised.

Transactions in foreign currencies are translated at the exchange rate ruling on transaction date.

### Financial Instruments

The group classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement.

#### Bank loans and overdrafts

Bank loans and overdrafts are included as financial liabilities on the group balance sheet at the amounts drawn on the particular facilities net of the unamortised cost of financing. Interest payable on those facilities is expensed as finance cost in the period to which it relates.

#### Finance lease liabilities

Finance lease liabilities arise for those investment properties held under a leasehold interest and accounted for as investment property. The liability is initially calculated as the present value of the minimum lease payments, reducing in subsequent reporting periods by the apportionment of payments to the lessor.

#### Interest rate derivatives

The group uses derivative financial instruments to manage the interest rate risk associated with the financing of the group's business. No trading in such financial instruments is undertaken. At each reporting date, these interest rate derivatives are recognised at fair value, being the estimated amount that the group would receive or pay to terminate the agreement at the balance sheet date, taking into account current interest rates and the current credit rating of the counterparties. The gain or loss at each fair value re-measurement is recognised immediately in the income statement.

#### Held for trading investments

Financial assets/liabilities held for trading or short-term gain are measured at fair value and movements in fair value are charged/credited to the income statement in the period.

#### Trade receivables

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated recoverable amounts as the interest that would be recognised from discounting future cash payments over the short payment period is not considered to be material.

#### Trade payables

Trade payables are not interest bearing and are stated at their nominal value, as the interest that would be recognised from discounting future cash payments over the short payment period is not considered to be material.

#### Other Financial assets and liabilities

The group's other financial assets and liabilities not disclosed above are accounted for as shown below.

#### Financial assets

- Cash and cash equivalents are measured at cash value
- Other receivables at amount owed
- Other loans receivable at amount owed

#### Finance liabilities

- Other payables at amount owing

## Group accounting policies

### **Joint Ventures**

Investments in joint ventures, being those entities over whose activities the group has joint control, as established by contractual agreement, are included at cost together with the group's share of post acquisition reserves, on an equity basis

### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost includes materials, direct labour and overheads relevant to the stage of production. Net realisable value is based on estimated selling price less all further costs to completion and all relevant marketing, selling and distribution costs

### **Other Investments**

Other investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognised at cost less any provision for impairment

### **Impairment**

Whenever events or changes in circumstance indicate that the carrying amount of an asset may not be recoverable an asset is reviewed for impairment. An asset's carrying value is written down to its estimated recoverable amount (being the higher of the fair value less cost to sell and value in use) if that is less than the asset's carrying amount

### **Deferred Tax**

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the tax computations, 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 recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. In respect of the deferred tax on the revaluation surplus, this is calculated on the basis of the chargeable gains that would crystallise on the sale of the investment portfolio as at the reporting date. The calculation takes account of indexation on the historical cost of the properties and any available capital losses

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the group income statement, except when it relates to items charged or credited directly to equity, in which case it is also dealt with in equity

### **Dividends**

Dividends payable on the ordinary share capital are recognised as a liability in the period in which they are approved

### **Cash and Cash Equivalents**

Cash comprises cash in hand and on-demand deposits. Cash and cash equivalents comprises short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and original maturities of three months or less. The cash and cash equivalents shown in the cashflow statement are stated net of bank overdrafts

### **Segmental Reporting**

For management reporting purposes, the group is organised into business segments distinguishable by economic activity. The group's only business segments are mining activities and investment properties. These business segments are subject to risks and returns that are different from those of other business segments and are the primary basis on which the group reports its segment information. This is consistent with the way the group is managed and with the format of the group's internal financial reporting. Significant revenue from transactions with an individual customer, which makes up 10 percent or more of the total revenue of the group, is separately disclosed within each segment

# Notes to the financial statements

for the year ended 31 December 2010

## 1. Segmental reporting

Business analysis	2010			Total £'000
	Mining £'000	Property £'000	Other £'000	
Significant revenue customer A	11,265	-	-	11,265
Significant revenue customer B	8,456	-	-	8,456
Significant revenue customer C	3,398	-	-	3,398
Other revenue	8,707	975	23	9,705
<b>Segment revenue</b>	<b>31,826</b>	<b>975</b>	<b>23</b>	<b>32,824</b>
Operating (loss)/profit before fair value adjustments	(2,664)	616	8	(2,040)
Revaluation of investments	-	245	90	335
<b>Operating (loss)/profit and segment result</b>	<b>(2,664)</b>	<b>861</b>	<b>98</b>	<b>(1,705)</b>
<b>Segment assets</b>	<b>15,061</b>	<b>12,557</b>	<b>606</b>	<b>28,224</b>
<b>Unallocated assets</b>				
- Non-current assets				28
- Cash & cash equivalents				5,399
<b>Total assets</b>				<b>33,651</b>
Segment liabilities	(7,769)	(2,473)	(15)	(10,257)
Borrowings	(663)	(5,000)	-	(5,663)
	(8,432)	(7,473)	(15)	(15,920)
Unallocated liabilities				(2,990)
<b>Total liabilities</b>				<b>(18,910)</b>
<b>Net assets</b>				<b>14,741</b>
Investment in joint ventures non segmental				3,607
<b>Net assets as per balance sheet</b>				<b>18,348</b>

Geographic analysis	United Kingdom	South Africa	Other	Unallocated	Total £000
	£000	£000	£000	£000	
Revenue	998	31,826	-	-	32,824
Operating profit/(loss) and segment result	959	(2,664)	-	-	(1,705)
Non-current assets excluding investments	12,343	9,586	-	29	21,958
Total net assets	5,637	6,604	63	6,044	18,348
Capital expenditure	2	2,637	-	-	2,639

# Notes to the financial statements

## 1. Segmental reporting continued

Business analysis	2009			Total £'000	
	Mining £'000	Property £'000	Other £'000		
Significant revenue customer A	10,524	-	-	10,524	
Significant revenue customer B	6,991	-	-	6,991	
Significant revenue customer C	3,747	-	-	3,747	
Other revenue	6,544	1,005	205	7,754	
<b>Segment revenue</b>	<b>27,806</b>	<b>1,005</b>	<b>205</b>	<b>29,016</b>	
Operating (loss)/profit before fair value adjustments	3,873	621	(94)	4,400	
Revaluation of investments	-	67	425	492	
<b>Operating (loss)/profit and segment result</b>	<b>3,873</b>	<b>688</b>	<b>331</b>	<b>4,892</b>	
<b>Segment assets</b>	<b>11,587</b>	<b>12,236</b>	<b>509</b>	<b>24,332</b>	
<b>Unallocated assets</b>					
- Non-current assets				60	
- Cash & cash equivalents				6,609	
<b>Total assets</b>				<b>31,001</b>	
Segment liabilities	(5,568)	(2,736)	(117)	(8,421)	
Borrowings	(894)	(2,700)	-	(3,594)	
	(6,462)	(5,436)	(117)	(12,015)	
Unallocated liabilities				(2,945)	
<b>Total liabilities</b>				<b>(14,960)</b>	
<b>Net assets</b>				<b>16,041</b>	
Investment in joint ventures non segmental				3,259	
<b>Net assets as per balance sheet</b>				<b>19,300</b>	
<b>Geographic analysis</b>	United Kingdom £000	South Africa £000	Other £000	Unallocated £000	<b>Total £000</b>
Revenue	1,210	27,806	-	-	29,016
Operating profit and segment result	1,019	3,873	-	-	4,892
Non-current assets excluding investments	12,111	7,997	-	60	20,168
Total net assets	7,151	5,112	55	6,982	19,300
Capital expenditure	25	2,062	-	-	2,087

## Notes to the financial statements

<b>2. Operating costs</b>	<b>2010</b>	<b>2009</b>
	<b>£'000</b>	<b>£'000</b>
Mining	<b>26,979</b>	16,462
Property	<b>120</b>	81
Share dealing	-	-
Cost of sales	<b>27,099</b>	16,543
Administration	<b>7,765</b>	8,073
<b>Operating costs</b>	<b>34,864</b>	24,616
The direct property costs are		
Ground rent	<b>9</b>	15
Direct property expense	<b>81</b>	63
Bad debts	<b>30</b>	3
	<b>120</b>	81

### 3. Gain on revaluation and sale of investment properties

The reconciliation of the investment surplus to the gain on revaluation of investment properties in the income statement is set out below

	<b>2010</b>	<b>2009</b>
	<b>£'000</b>	<b>£'000</b>
Investment surplus	<b>258</b>	55
(Gain)/loss on valuation movement in respect of head lease payments	<b>(13)</b>	12
Gain/(loss) on revaluation of investment properties	<b>245</b>	67

### 4. (Loss)/profit before taxation

(Loss)/profit before taxation is arrived at after charging/(crediting)

	<b>2010</b>	<b>2009</b>
	<b>£'000</b>	<b>£'000</b>
Staff costs (see note 28)	<b>6,036</b>	6,661
Depreciation	<b>2,414</b>	2,541
Exchange gain	<b>(526)</b>	(237)
Fees payable to the company's auditor for the audit of the company's annual accounts	<b>40</b>	45
Fees payable to the company's auditor and its associates for other services		
The audit of the company's subsidiaries, pursuant to legislation	<b>32</b>	28
Other services	<b>5</b>	1

The directors consider the auditors were best placed to provide the above non-audit services

The audit committee reviews the nature and extent of non-audit services to ensure that independence is maintained

### 5. Directors' emoluments

Directors' emoluments are shown in the Directors' remuneration report on pages 24 and 25 under the heading Director's remuneration which is within the audited part of this report

## Notes to the financial statements

### 6. Interest payable

	2010 £'000	2009 £'000
On bank overdrafts and bank loans	291	94
Other interest payable	52	122
<b>Interest payable</b>	<b>343</b>	<b>216</b>

### 7. Taxation

	2010 £'000	2009 £'000
(a) Based on the results for the year		
Corporation tax at 28% (2009 28%)	352	1,203
Adjustment in respect of prior years – UK	6	-
Current tax	358	1,203
Deferred tax – current year	(885)	127
<b>Total tax in income statement</b>	<b>(527)</b>	<b>1,330</b>

#### (b) Factors affecting tax charge for the year

The corporation tax assessed for the year is different from that at the standard rate of corporation tax in the United Kingdom of 28% (2009 28%)

The differences are explained below

(Loss)/profit on ordinary activities before taxation	(1,813)	5,003
Tax on profit on ordinary activities at 28% (2009 28%)	(508)	1,401
Effects of		
Expenses not deductible for tax purposes	84	67
Capital gains in excess of profit on disposal	13	-
Other differences	(127)	(119)
Adjustment to smaller companies rates	-	(19)
Adjustment in respect of prior years	11	-
<b>Total tax</b>	<b>(527)</b>	<b>1,330</b>

#### (c) Analysis of United Kingdom and Overseas tax

United Kingdom tax included in above

Corporation tax	300	-
Adjustment in respect of prior years	6	-
Current tax	306	-
Deferred tax	113	242
	<b>419</b>	<b>242</b>

Overseas tax included in above

Corporation tax	52	1,203
Current tax	52	1,203
Deferred tax	(998)	(115)
	<b>(946)</b>	<b>1,088</b>

## Notes to the financial statements

### 8. Dividends paid

	2010 Per share	2010 £'000	2009 Per share	2009 £'000
Dividends paid during the year relating to the prior period	4.00p	418	3.50 p	366
Dividends to be paid				
Interim dividend for 2010 paid on the 4 February 2011	1.00p	105	1.00p	105
Proposed final dividend for 2010	3.00p	313	3.00p	313
	4.00p	418	4.00p	418

The dividends to be paid are not accounted for until they have been approved at the Annual General Meeting. The amount will be accounted for as an appropriation of retained earnings in the year ending 31 December 2011.

### 9. (Loss)/earnings and diluted (loss)/earnings per share

Both the basic and diluted (loss)/earnings per share calculations are based on a loss of £1,286,000 (2009 profit £3,673,000). The basic (loss)/earnings per share have been calculated on 10,451,506 (2009 10,451,506) ordinary shares being in issue during the period. The diluted (loss)/earnings per share have been calculated on the number of shares in issue of 10,451,506 (2009 10,451,506) plus the dilutive potential ordinary shares arising from share options of nil (2009 241,313) totalling 10,451,506 (2009 10,692,819).

Dilutive potential ordinary shares of 279,790 were excluded from the calculation of diluted ordinary shares in 2010 as there was no dilutive effect due to the loss for the year.

### 10. Investment properties

	Freehold £'000	Long Leasehold £'000	Total £'000
Valuation at 1 January 2010	8,865	3,000	11,865
Additions	-	-	-
Revaluation	245	-	245
<b>Valuation at 31 December 2010</b>	<b>9,110</b>	<b>3,000</b>	<b>12,110</b>
Valuation at 1 January 2009	8,673	3,100	11,773
Additions	25	-	25
Revaluation	167	(100)	67
<b>Valuation at 31 December 2009</b>	<b>8,865</b>	<b>3,000</b>	<b>11,865</b>
Historical cost			
<b>At 31 December 2010</b>	<b>4,801</b>	<b>728</b>	<b>5,529</b>
At 31 December 2009	4,801	728	5,529

Long leasehold properties are those for which the unexpired term at the balance sheet date is not less than 50 years. All investment properties are held for use in operating leases and all properties generated rental income during the period.

Freehold and Long Leasehold properties were externally professionally valued at 31 December on an open market basis by

	2010 £'000	2009 £'000
BNP Paribas Real Estate	9,100	8,865
Carter Towler LLP, Chartered Surveyors	3,000	3,000
	<b>12,100</b>	<b>11,865</b>

The valuations were carried out in accordance with the Statements of Asset Valuation and Guidance Notes published by The Royal Institution of Chartered Surveyors.

## Notes to the financial statements

### 11. Mining reserves, plant and equipment

	Mining Reserves £'000	Mining equipment £'000	Motor Vehicles £'000	Office equipment £'000	Total £'000
Cost at 1 January 2010	1,911	12,581	387	119	14,998
Exchange adjustment	318	2,094	42	12	2,466
Additions	-	2,637	-	2	2,639
Disposals	(17)	(2,372)	-	(5)	(2,394)
<b>Cost at 31 December 2010</b>	<b>2,212</b>	<b>14,940</b>	<b>429</b>	<b>128</b>	<b>17,709</b>
Accumulated depreciation at 1 January 2010	1,407	5,195	271	68	6,941
Exchange adjustment	267	829	31	6	1,133
Charge for the year	111	2,245	43	15	2,414
Disposals in year	(17)	(2,372)	-	(5)	(2,394)
<b>Accumulated depreciation at 31 December 2010</b>	<b>1,768</b>	<b>5,897</b>	<b>345</b>	<b>84</b>	<b>8,094</b>
<b>Net book value at 31 December 2010</b>	<b>444</b>	<b>9,043</b>	<b>84</b>	<b>44</b>	<b>9,615</b>
Cost at 1 January 2009	1,705	11,360	346	103	13,514
Exchange adjustment	225	1,500	23	7	1,755
Additions	-	2,000	50	12	2,062
Disposals	(19)	(2,279)	(32)	(3)	(2,333)
<b>Cost at 31 December 2009</b>	<b>1,911</b>	<b>12,581</b>	<b>387</b>	<b>119</b>	<b>14,998</b>
Accumulated depreciation at 1 January 2009	1,151	4,523	232	54	5,960
Exchange adjustment	156	593	21	3	773
Charge for the year	119	2,358	50	14	2,541
Disposals in year	(19)	(2,279)	(32)	(3)	(2,333)
<b>Accumulated depreciation at 31 December 2009</b>	<b>1,407</b>	<b>5,195</b>	<b>271</b>	<b>68</b>	<b>6,941</b>
<b>Net book value at 31 December 2009</b>	<b>504</b>	<b>7,386</b>	<b>116</b>	<b>51</b>	<b>8,057</b>

### 12. Investments held as non-current assets

	2010 Joint Ventures Assets £'000	2010 Other £'000	2009 Joint Ventures Assets £'000	2009 Other £'000
At 1 January	2,343	779	2,363	617
Disposals	-	(405)	-	-
Transfer	-	-	(121)	137
Exchange adjustment	-	59	-	25
Share of gain/(loss) in joint ventures	61	-	(101)	-
<b>Net assets at 31 December</b>	<b>2,404</b>	<b>433</b>	<b>2,343</b>	<b>779</b>
Loan to joint venture				
At 1 January	916	-	709	-
Additions	287	-	207	-
<b>At 31 December</b>	<b>1,203</b>	<b>-</b>	<b>916</b>	<b>-</b>
<b>At 31 December</b>	<b>3,607</b>	<b>433</b>	<b>3,259</b>	<b>779</b>
Provision for diminution in value				
At 1 January	-	(283)	-	(283)
Write down of investment	-	-	-	-
<b>At 31 December</b>	<b>-</b>	<b>(283)</b>	<b>-</b>	<b>(283)</b>
<b>Net book value at 31 December</b>	<b>3,607</b>	<b>150</b>	<b>3,259</b>	<b>496</b>

## Notes to the financial statements

<b>12. Investments held as non-current assets continued</b>	<b>2010</b>	2009
	<b>£'000</b>	£'000
Included in other investments are		
Net book value of unquoted investments	<b>133</b>	133
Rehabilitation fund	-	348
Net book value of investments listed on overseas stock exchanges	<b>17</b>	15
	<b>150</b>	496
Market value of the overseas listed investments	<b>17</b>	15

### 13. Joint ventures

The company owns 50% of the issued share capital of Dragon Retail Properties Limited, an unlisted property investment company. The remaining 50% is held by London & Associated Properties PLC. Dragon Retail Properties Limited is incorporated in England and Wales. It has issued share capital of 500,000 (2009: 500,000) ordinary shares of £1 each.

The company owns 49% of the issued share capital of Ezimbokodweni Mining (pty) Limited, an unlisted prospective coal production company. The company is incorporated in South Africa. It has issued share capital of 100 (2009: 100) ordinary shares of ZAR1 each.

	Ezimbokodweni 49% £'000	Dragon 50% £'000	<b>2010</b> £'000	2009 £'000
Turnover	-	103	<b>103</b>	101
Profit and loss				
Profit before tax	-	61	<b>61</b>	101
Taxation	-	-	-	-
<b>Profit after taxation</b>	-	61	<b>61</b>	101
Balance sheet				
Non-current assets	1,203	1,583	<b>2,786</b>	2,431
Current assets	-	1,339	<b>1,339</b>	1,311
Current liabilities	(1,203)	(1,061)	<b>(2,264)</b>	(1,952)
Non-current liabilities	-	(140)	<b>(140)</b>	(130)
<b>Share of net assets at 31 December</b>	-	1,721	<b>1,721</b>	1,660

### 14. Subsidiary companies

The company owns the following ordinary share capital of the principal subsidiaries which are included within the consolidated financial statements:

	Activity	Percentage of share capital	Country of incorporation
Mineral Products Limited	Share dealing	100%	England and Wales
Black Wattle Colliery (pty) Limited	Coal mining	62.5%	South Africa
Bisichi Coal Mining (pty) Limited	Coal mining	100%	South Africa
Bisichi Mining (Exploration) Limited	Holding company	100%	England and Wales
Ninghi Marketing Limited	Dormant	90.1%	England and Wales

Details on the non-controlling interest in subsidiaries are shown under note 26.

## Notes to the financial statements

<b>15. Inventories</b>	<b>2010</b>	<b>2009</b>
	<b>£'000</b>	<b>£'000</b>
<b>Coal</b>		
Washed	540	1,048
Run of mine	122	57
Other	43	34
	<b>705</b>	<b>1,139</b>
<b>16. Trade and other receivables</b>	<b>2010</b>	<b>2009</b>
	<b>£'000</b>	<b>£'000</b>
<b>Amounts falling due within one year</b>		
Trade receivables	3,791	1,875
Other receivables	112	98
Prepayments and accrued income	816	87
	<b>4,719</b>	<b>2,060</b>
<b>17. Held for trading investments</b>	<b>2010</b>	<b>2009</b>
	<b>£'000</b>	<b>£'000</b>
<b>Market value of Listed Investments*</b>		
Listed in Great Britain	522	448
Listed outside Great Britain	83	62
	<b>605</b>	<b>510</b>
Original cost of Listed Investments	458	452
Unrealised surplus of market value over cost	147	58
<b>18. Trade and other payables</b>	<b>2010</b>	<b>2009</b>
	<b>£'000</b>	<b>£'000</b>
Trade payables	3,604	1,004
Amounts owed to joint ventures	1,205	1,165
Other payables	687	569
Accruals and deferred income	2,369	2,833
	<b>7,865</b>	<b>5,571</b>

## Notes to the financial statements

### 19. Financial liabilities - borrowings

	Current		Non-current	
	2010 £'000	2009 £'000	2010 £'000	2009 £'000
Bank overdraft (secured)	1,422	1,532	-	-
Bank loan (secured)	337	3,061	5,326	533
	<b>1,759</b>	<b>4,593</b>	<b>5,326</b>	<b>533</b>
			<b>2010 £'000</b>	<b>2009 £'000</b>
Bank overdraft and loan instalments by reference to the balance sheet date				
Within one year			1,759	4,593
From one to two years			5,326	533
From two to five years			-	-
			<b>7,085</b>	<b>5,126</b>
Bank overdraft and loan analysis by origin				
United Kingdom			5,000	2,700
Southern Africa			2,086	2,426
			<b>7,085</b>	<b>5,126</b>

The United Kingdom bank loans and overdraft are secured by way of a first charge over the investment properties in the UK which are included in the financial statements at a value of £12,100,000. The South African bank loans are secured by way of a first charge over specific pieces of mining equipment and the debtors of the relevant company which holds the loan which are included in the financial statements at a value of £6,507,000.

Consistent with others in the mining and property industry, the group monitors its capital by its gearing levels. This is calculated as the net debt (loans less cash and cash equivalents) as a percentage of the equity. During 2010 this increased to 9.4% (2009 nil) which was calculated as follows:

	2010 £'000	2009 £'000
Total debt	7,085	5,126
Less cash and cash equivalents	(5,399)	(6,609)
<b>Net debt</b>	<b>1,686</b>	<b>(1,483)</b>
<b>Total equity</b>	<b>17,954</b>	<b>19,300</b>
<b>Gearing</b>	<b>9.4%</b>	<b>-</b>

### 20. Provision for rehabilitation

	2010 £'000	2009 £'000
As at 1 January	772	571
Additions	253	201
As at 31 December	<b>1,025</b>	<b>772</b>

# Notes to the financial statements

## 21. Financial instruments

### Treasury policy

The group enters into derivative transactions such as interest rate swaps and forward exchange contracts as necessary in order to help manage the financial risks arising from the group's activities. The main risks arising from the group's financing structure are interest rate risk, liquidity risk, market risk, credit risk, currency risk and commodity price risk. There have been no changes during the year of the main risks arising from the groups finance structure. The policies for managing each of these risks and the principal effects of these policies on the results are summarised below.

### Interest rate risk

Interest rate risk is the risk that the value of a financial instrument or cashflows associated with the instrument will fluctuate due to changes in market interest rates. Interest rate risk arises from interest bearing financial assets and liabilities that the group uses. Treasury activities take place under procedures and policies approved and monitored by the Board to minimise the financial risk faced by the group. Interest bearing assets comprise cash and cash equivalents which are considered to be short-term liquid assets and loans to joint ventures. Interest bearing borrowings comprise bank loans, bank overdrafts and variable rate finance lease obligations. The rates of interest vary based on LIBOR in the UK and PRIME in South Africa.

As at 31 December 2010, with other variables unchanged, a 1% increase or decrease in interest rates, on investments and borrowings whose interest rates are not fixed, would respectively decrease or increase the profit for the year by £27,000 (2009 £14,000). The effect on equity of this change would be an equivalent decrease or increase for the year of £27,000 (2009 £14,000).

### Liquidity risk

The group's policy is to minimise refinancing risk. Efficient treasury management and strict credit control minimise the costs and risks associated with this policy which ensures that funds are available to meet commitments as they fall due. As at year end the group held borrowing facilities in the UK in Bisichi Mining Plc and in South Africa in Black Wattle Colliery (Pty) Ltd. The company was within its bank borrowing facilities and had not breached any of its covenants. New borrowings were signed in March 2010 in both the UK and South Africa. Further details are provided in borrowing facilities information later in this note. Trade and other payables are all due within one year.

The table below shows the currency profiles of cash and cash equivalents

	2010 £'000	2009 £'000
Sterling	3,710	2,904
South African Rand	1,689	3,705
	<b>5,399</b>	<b>6,609</b>

Cash and cash equivalents earn interest at rates based on LIBOR in Sterling and Prime in Rand.

### Market risk

The group is exposed to market price risk through interest rate and currency fluctuations and commodity price risk.

### Credit risk

The group is exposed to credit risk on its cash and cash equivalents and trade and other receivables as per the balance sheet. At the balance sheet date there was no significant concentration of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet which at year end amounted to £9,302,000 (2009 £8,582,000).

Trade debtor's credit ratings are reviewed regularly. The group only deposits surplus cash with well-established financial institutions of high quality credit standing. As at year end the amount of material receivables held past due date was £nil (2009 £nil).

### Financial assets maturity

On 31 December 2010, cash at bank and in hand amounted to £5,399,000 (2009 £6,609,000) which is invested in short term bank deposits maturing within one year bearing interest at the bank's variable rates. Cash and cash equivalents all have a maturity of less than 3 months.

# Notes to the financial statements

## 21. Financial instruments continued

### Total financial assets and liabilities

The group's financial assets and liabilities are as follows, representing both the fair value and the carrying value

	Loans and receivables £'000	Financial Liabilities measured at amortised cost £'000	Assets at fair value through profit and loss £'000	2010 £'000	2009 £'000
Cash and cash equivalents	5,399	-	-	<b>5,399</b>	6,609
Investments held for trading	-	-	605	<b>605</b>	510
Other Investments	-	-	150	<b>150</b>	496
Trade and other receivables	3,903	-	-	<b>3,903</b>	1,973
Bank Borrowings	-	(7,085)	-	<b>(7,085)</b>	(5,126)
Finance leases	-	(233)	-	<b>(233)</b>	(246)
Other Liabilities	-	(7,677)	-	<b>(7,677)</b>	(5,403)
	9,302	(14,995)	755	<b>(4,938)</b>	(1,187)

Investments held for trading fall under level 1 of the fair value hierarchy into which fair value measurements are recognised in accordance with the levels set out in IFRS 7 Other investments are held at cost The directors are of the opinion that the difference in value between cost and fair value of other investments is not significant or material The comparative figures for 2009 fall under the same category of financial instrument as 2010

### Borrowing facilities

The group has signed new borrowing facilities in both its UK and South African operations

In the UK, a term loan facility of £5million and an overdraft facility of £2million were signed by Biscuit Mining Plc in March 2010 with Royal Bank of Scotland This facility will expire in December 2012 and is secured against the group's UK retail property portfolio

In South Africa, a structured trade finance facility of R60million (South African Rand) was signed by Black Wattle Colliery (pty) Limited in March 2010 with Absa Bank Limited, a South African subsidiary of Barclays Bank PLC The facility is renewed annually and is secured against inventory, debtors and cash that are held by Black Wattle Colliery (pty) Limited This facility comprises of a R40million revolving loan to cover the working capital requirements of the group's South African operations, and a R20million loan facility to cover guarantee requirements related to the group's South African mining operations

At 31 December 2010 the group was within its bank borrowing facilities and had not breached any of its covenants Term loan repayments are as set out in Note 19 Details of other financial liabilities are shown in notes 18 and 19

### Commodity price risk

Commodity price risk is the risk that the group's future earnings will be adversely impacted by changes in the market of commodities The group is exposed to commodity price risk as its future revenues will be derived based on a contract with a physical off-take partner at prices that will be determined by reference to market prices of coal at the delivery date From time to time the group may manage its exposure to commodity price risk by entering into forward sales contracts with the goal of preserving future revenue streams

### Foreign exchange risk

All trading is undertaken in the local currencies Funding is also in local currencies other than inter-company investments and loans and it is not the group's policy to obtain forward contracts to mitigate foreign exchange risk on these amounts

As a result of the group's mining assets being held in South Africa and having a functional currency different than the presentation currency, the group balance sheet can be affected significantly by movements in the pounds sterling to the South African Rand During 2009 and 2010 the group did not hedge its exposure of foreign investments held in foreign currencies There is no significant impact on profit and loss from foreign currency movements associated with these South African subsidiary assets and liabilities as the effect of foreign currency gains or losses arising are recorded through the translation reserve

## Notes to the financial statements

### 21. Financial instruments continued

The effect of a movement in foreign currencies on the income statement and equity of the group is shown in the sensitivity analysis below

	<b>Profit and loss</b>		<b>Equity</b>	Equity
	<b>2010</b>	2009	<b>2010</b>	2009
	<b>£'000</b>	£'000	<b>£'000</b>	£'000
If there were a 10% weakening of the South African Rand against				
<b>Sterling with all other variables held constant - (decrease)</b>	<b>(136)</b>	(185)	<b>(573)</b>	(598)
If there were a 10% strengthening of the South African Rand against				
<b>Sterling with all other variables held constant - increase</b>	<b>181</b>	211	<b>701</b>	731

### 22. Deferred taxation

	<b>2010</b>	2009
	<b>£'000</b>	£'000
Balance at 1 January	<b>2,985</b>	2,625
Recognised in income	<b>(885)</b>	127
Exchange adjustment	<b>240</b>	233
	<b>2,340</b>	2,985
The deferred tax balance comprises the following		
Revaluation of properties	<b>1,229</b>	1,216
Capital allowances	<b>552</b>	1,969
Short-term timing differences	<b>559</b>	(200)
	<b>2,340</b>	2,985

### 23. Share capital

	<b>2010</b>	2009
	<b>£'000</b>	£'000
Authorised 13,000,000 ordinary shares of 10p each	<b>1,300</b>	1,300
Allotted and fully paid 10,451,506 ordinary shares	<b>1,045</b>	1,045

### 24. Other reserves

	<b>2010</b>	2009
	<b>£'000</b>	£'000
Equity share options	<b>399</b>	394
Net premium on share capital in joint venture	<b>86</b>	86
	<b>485</b>	480

## Notes to the financial statements

### 25. Share based payments

Details of the share option scheme are shown in the Directors' remuneration report on pages 24 and 25 under the heading Share option schemes which is within the audited part of this report. Further details of the share option schemes are set out below.

#### The Bisichi Mining PLC Unapproved Option Schemes

Year of grant	Subscription price per share	Period within which options exercisable	Number of share for which options outstanding at 31 December 2009	Number of share options issued/ (cancelled) during year	Number of share for which options outstanding at 31 December 2010
2002	34.0p	Sep 2005 - Sep 2012	313,000	-	313,000
2004	149.0p	Sep 2007 - Sep 2014	80,000	-	80,000
2006	237.5p	Oct 2009 - Oct 2016	325,000	-	325,000
2010	202.5p	Aug 2013 - Aug 2020	-	80,000	80,000

The exercise of options under the Unapproved Share Option Schemes is subject to the satisfaction of objective performance conditions specified by the remuneration committee, which will conform to institutional shareholder guidelines and best practice provisions in force from time to time. The remuneration committee has not yet set these guidelines for the first scheme and the 2006 scheme. The performance conditions for the 2004 and 2010 scheme, agreed by members on 23 June 2005 and 31 August 2010 respectively, requires growth in net assets over a three year period to exceed the growth of the retail prices index by a scale of percentages.

The 2010 options were valued at £45,000 at date of grant using the Black-Scholes-Merton model with the following assumptions:

Expected volatility	62.80%
Expected life	4.00 Years
Risk free rate	1.44%
Expected dividends	1.95%

Expected volatility was determined by reference to the historical volatility of the share price over a period commensurate with the option's expected life. The expected life used in the model is based on the risk-averse balance likely to be required by the option holders.

	2010 Number	2010 Weighted average Exercise price	2009 Number	2009 Weighted average Exercise price
Outstanding at 1 January	718,000	138.9p	1,113,000	164.4p
Granted / (cancelled) during year	80,000	202.5p	(395,000)	210.6p
Outstanding at 31 December	798,000	145.2p	718,000	138.9p
<b>Exercisable at 31 December</b>	<b>718,000</b>	<b>138.9p</b>	<b>718,000</b>	<b>138.9p</b>

## Notes to the financial statements

### 26. Non-controlling Interest

	2010 £'000	2009 £'000
As at 1 January	-	-
Issue of shares in subsidiary	474	-
Share of loss for the year	(74)	-
Exchange adjustment	(6)	-
<b>As at 31 December</b>	<b>394</b>	<b>-</b>

The issue of shares in subsidiary relates to the disposal of a 37.5% shareholding in Black Wattle Colliery (pty) Ltd. The total issued share capital in Black Wattle Colliery (pty) Ltd has been increased from 136 shares to 1000 shares at par of R1 (South African Rand) through the following shares issue:

- a subscription for 489 ordinary shares at par by Bisichi Mining (Exploration) Limited increasing the number of shares held from 136 ordinary shares to a total of 675 ordinary shares,
- a subscription for 110 ordinary shares at par by Vunani Mining (pty) Ltd,
- a subscription for 265 "A" shares at par by Vunani Mining (pty) Ltd

Bisichi Mining (Exploration) Limited is a wholly owned subsidiary of Bisichi Mining PLC incorporated in England and Wales.

Vunani Mining (pty) Ltd is a South African Black Economic Empowerment company and minority shareholder in Black Wattle Colliery (pty) Ltd.

The "A" shares will rank pari passu with the ordinary shares save that they will have no dividend rights until such time as the dividends paid by Black Wattle Colliery (pty) Ltd on the ordinary shares subsequent to 30 October 2008 will equate to R832,075,000.

A non-controlling interest of 15% in Black Wattle Colliery (pty) Ltd is recognised for all profits distributable to the 110 ordinary shares held by Vunani Mining (pty) Ltd from the date of issue of the shares (18 October 2010). An additional non-controlling interest will be recognised for all profits distributable to the 265 "A" shares held by Vunani Mining (pty) Ltd after such time as the profits available for distribution, in Black Wattle Colliery (pty) Ltd, before any payment of dividends after 30 October 2008, exceeds R832,075,000.

### 27. Related Party Transactions

	At 31 December		During the year	
	Amounts owed to related party £000	Amounts owed by related party £000	Costs recharged (to) / by related party £000	Cash paid (to) / by related party £000
<b>Related party</b>				
London & Associated Properties PLC (note (a))	326	-	275	(92)
Dragon Retail Properties Limited (note (b))	1,205	-	(72)	72
Ezimbokodweni Mining (pty) Limited (note (c))	-	(1,203)	(287)	-
<b>As at 31 December 2010</b>	<b>1,531</b>	<b>(1,203)</b>	<b>(84)</b>	<b>(20)</b>
London & Associated Properties PLC (note (a))	143	-	300	(304)
Dragon Retail Properties Limited (note (b))	1,205	-	(40)	(265)
Ezimbokodweni Mining (pty) Limited (note (c))	-	(916)	(208)	-
<b>As at 31 December 2009</b>	<b>1,348</b>	<b>(916)</b>	<b>52</b>	<b>(569)</b>

London & Associated Properties PLC is a substantial shareholder. Dragon Retail Properties Limited is a joint venture and is treated as a non-current asset investment. Ezimbokodweni Mining (pty) Limited is a joint venture and is treated as a non-current asset investment.

#### (a) London & Associated Properties PLC

Property management, office premises, general management, accounting and administration services are provided for Bisichi Mining PLC and its UK subsidiaries.

#### (b) Dragon Retail Properties Limited

Dragon Retail Properties Limited is owned equally by the company and London & Associated Properties PLC.

#### (c) Ezimbokodweni Mining (pty) Limited

Ezimbokodweni Mining is a prospective coal production company based in South Africa.

Details of key management personnel compensation and interest in share options are shown in the Directors' Remuneration Report on pages 24 and 25 under the headings Directors remuneration, Pension schemes and incentives and Share option schemes which is within the audited part of this report.

## Notes to the financial statements

### 28. Employees

	2010 Number	2009 Number
The average weekly numbers of employees of the group during the year were as follows		
Production	257	325
Administration	18	18
	<b>275</b>	<b>343</b>
	<b>£'000</b>	<b>£'000</b>
Staff costs during the year were as follows		
Salaries	5,666	6,462
Social security costs	111	129
Pension costs	254	253
Share based payments	5	(183)
	<b>6,036</b>	<b>6,661</b>

### 29. Capital commitments

	2010 £'000	2009 £'000
Commitments for capital expenditure approved but not contracted for at the year end	146	604
Share of commitment of capital expenditure in joint venture	2,451	2,101

### 30. Head lease commitments and future property lease rentals

Present value of head leases on properties

	Minimum lease payments		Present value of Minimum lease payments	
	2010 £'000	2009 £'000	2010 £'000	2009 £'000
Within one year	14	15	14	15
Second to fifth year	56	59	52	55
After five years	1,708	1,978	167	176
	<b>1,778</b>	<b>2,052</b>	<b>233</b>	<b>246</b>
Discounting adjustment	(1,545)	(1,806)	-	-
<b>Present value</b>	<b>233</b>	<b>246</b>	<b>233</b>	<b>246</b>

Finance lease liabilities are in respect of leased investment property. Many of the leases provide for contingent rents in addition to the rents above which are a proportion of rental income. Finance lease liabilities are effectively secured as the rights to the leased asset revert to the lessor in event of default.

The group leases out its investment properties under operating leases. The future aggregate minimum rentals receivable under non-cancellable operating leases are as follows:

	2010 £'000	2009 £'000
Within one year	805	727
Second to fifth year	2,707	2,384
After five years	10,650	9,910
	<b>14,162</b>	<b>13,021</b>

### 31. Contingent liabilities

Bank guarantees have been issued by the bankers of Black Wattle Colliery (pty) Limited on behalf of the company to third parties. The guarantees are secured against the assets of the company and have been issued in respect of the following:

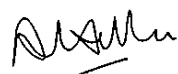
	2010 £'000	2009 £'000
Rail siding	3	-
Rehabilitation of mining land	1,732	1,734
Water & electricity	90	78

# Company balance sheet

at 31 December 2010

	Notes	2010 £'000	2009 £'000
<b>Fixed assets</b>			
Tangible assets	33	12,138	11,925
Investment in joint ventures	34	846	846
Other investments	34	1,013	1,030
		<b>13,997</b>	<b>13,801</b>
<b>Current assets</b>			
Debtors	35	2,794	654
Bank balances		4,841	3,960
		<b>7,635</b>	<b>4,614</b>
Creditors - amounts falling due within one year	36	(2,508)	(5,139)
<b>Net current assets/(liabilities)</b>		<b>5,127</b>	<b>(525)</b>
<b>Total assets less current liabilities</b>		<b>19,124</b>	<b>13,276</b>
Creditors - amounts falling due within one year - medium term bank loan	36	(5,000)	-
<b>Net assets</b>		<b>14,124</b>	<b>13,276</b>
<b>Capital and reserves</b>			
Called up share capital	23	1,045	1,045
Revaluation reserve	38	6,183	5,938
Other reserves	38	400	395
Retained earnings	38	6,496	5,898
Shareholders' funds		<b>14,124</b>	<b>13,276</b>

The company financial statements were approved and authorised for issue by the board of directors on 15 April 2011 and signed on its behalf by



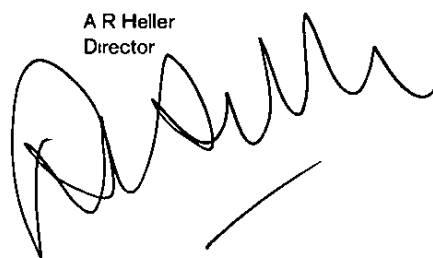
A R Heller  
Director



G J Casey  
Director



Company Registration No 112155



# Company accounting policies

for the year ended 31 December 2010

The following are the main accounting policies of the company

## **Accounting convention**

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties, and in accordance with applicable UK Generally Accepted Accounting Practice

## **Dividends received**

Dividends are credited to the profit and loss account when received

## **Depreciation**

Provision for depreciation on tangible fixed assets is made in equal annual instalments to write each item off over its useful life. The rates generally used are

Motor vehicles 25 - 33 per cent  
Office equipment 10 - 33 per cent

## **Foreign currencies**

Monetary assets and liabilities expressed in foreign currencies have been translated at the rates of exchange ruling at the balance sheet date. All exchange differences are taken to the profit and loss account

## **Investment properties**

The investment property portfolio is included in the financial statements at open market valuation. An external professional valuation is carried out annually by professional external surveyors. Surpluses and deficits arising on valuations are taken direct to the revaluation reserve. No depreciation or amortisation is provided in respect of freehold and leasehold investment properties. The directors consider that this accounting policy, which is not in accordance with the Companies Act 2006, results in the accounts giving a true and fair view. Depreciation or amortisation is only one of many factors reflected in the valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

## **Investments**

Investments of the company are stated in the balance sheet as fixed assets at cost less provisions for impairment

## **Financial Instruments**

### *Bank loans and overdrafts*

Bank loans and overdrafts are included in creditors on the company balance sheet net of the unamortised cost of financing. Interest payable on those facilities is expensed as a finance cost in the period to which it relates.

### *Interest rate derivatives*

The company uses derivative financial instruments to manage the interest rate risk associated with the financing of the group's business. No trading in such financial instruments is undertaken.

### *Debtors*

Debtors do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated recoverable amounts.

### *Creditors*

Creditors are not interest bearing and are stated at their nominal value.

## **Joint Ventures**

Investments in joint ventures, being those entities over whose activities the group has joint control as established by contractual agreement, are included at cost, less impairment.

## **Deferred taxation**

As required by FRS 19 "Deferred Tax", full provision is made for deferred tax arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation, except for those timing differences in respect of which the standard specifies that deferred tax should not be recognised. Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

## **Leased Assets and Obligations**

All leases are "Operating Leases" and the annual rentals are charged to the profit and loss account on a straight line basis over the lease term. Rent free periods or other incentives received for entering into a lease are accounted for over the period of the lease so as to spread the benefit received over the lease term.

## **Pensions**

The company makes contributions to a money purchase scheme and the costs are charged to the profit and loss account in the period to which they relate.

## **Share based remuneration**

The company operates a share option scheme. The fair value of the share option scheme is determined at the date of grant. This fair value is then expensed on a straight-line basis over the vesting period, based on an estimate of the number of shares that will eventually vest. The fair value of options granted is calculated using a binomial model or Black-Scholes-Merton model. Details of the share options in issue are disclosed in the Directors' Remuneration Report on pages 24 and 25 under the heading Share option schemes which is within the audited part of this report.

## Notes to the financial statements

### 32. Dividends

The aggregate amount of dividends comprises	<b>2010</b>	2009
	<b>£'000</b>	£'000
Final dividends in respect of prior year but not recognised as liabilities in that year	<b>418</b>	366

The aggregate amount of dividends to be paid and not recognised as liabilities as at year end is £418,000 (2009 £418,000)

### 33. Tangible fixed assets

	Investment properties				Total £'000
	Freehold £'000	Long leasehold £'000	Motor vehicles £'000	Office Equipment £'000	
Cost or valuation at 1 January 2010	8,865	3,000	137	49	<b>12,051</b>
Additions	-	-	-	2	<b>2</b>
Disposals	-	-	-	-	<b>-</b>
Revaluation	245	-	-	-	<b>245</b>
<b>Cost or valuation at 31 December 2010</b>	<b>9,110</b>	<b>3,000</b>	<b>137</b>	<b>51</b>	<b>12,298</b>
At valuation	9,110	3,000	-	-	<b>12,110</b>
At cost	-	-	137	51	<b>188</b>
	<b>9,110</b>	<b>3,000</b>	<b>137</b>	<b>51</b>	<b>12,298</b>
Accumulated depreciation at 1 January 2010	-	-	88	38	<b>126</b>
Charge for the year	-	-	29	5	<b>34</b>
Disposals in year	-	-	-	-	<b>-</b>
<b>Accumulated depreciation at 31 December 2010</b>	<b>-</b>	<b>-</b>	<b>117</b>	<b>43</b>	<b>160</b>
<b>Net book value at 31 December 2010</b>	<b>9,110</b>	<b>3,000</b>	<b>20</b>	<b>8</b>	<b>12,138</b>
Net book value at 31 December 2009	8,865	3,000	49	11	11,925

Details of historical cost of investment properties are shown in note 10

### 34. Investments

	Joint ventures	Subsidiaries		Other investments	Total £'000
	Shares £'000	Shares £'000	Loans £'000	£'000	
Cost at 1 January 2010	846	111	1,580	300	<b>1,991</b>
Invested during the year	-	250	-	-	<b>250</b>
Drawn in year	-	-	(267)	-	<b>(267)</b>
<b>Cost at 31 December 2010</b>	<b>846</b>	<b>361</b>	<b>1,313</b>	<b>300</b>	<b>1,974</b>
Provision for impairment As at 1 January	-	-	(678)	(283)	<b>(961)</b>
Impaired during the year	-	-	-	-	<b>-</b>
<b>As at 31 December 2010</b>	<b>-</b>	<b>-</b>	<b>(678)</b>	<b>(283)</b>	<b>(961)</b>
<b>Net book value at 31 December 2010</b>	<b>846</b>	<b>361</b>	<b>635</b>	<b>17</b>	<b>1,013</b>
Net book value at 31 December 2009	846	111	902	17	1,030

Other investments comprise £17,000 (2009 £17,000) shares and £nil (2009 £nil) loans

Investments in subsidiaries are detailed in note 14. In the opinion of the directors the aggregate value of the investment in subsidiaries is not less than the amount shown in these financial statements

## Notes to the financial statements

### 35. Debtors

	2010 £'000	2009 £'000
<b>Amounts falling due within one year:</b>		
Amounts due from subsidiary undertakings	2,578	527
Other debtors	110	96
Prepayments and accrued income	106	31
	<b>2,794</b>	<b>654</b>

### 36. Creditors

	2010 £'000	2009 £'000
<b>Amounts falling due within one year</b>		
Bank loan (secured)	-	2,700
Joint venture	1,205	1,165
Current taxation	292	-
Other taxation and social security	48	60
Other creditors	424	276
Accruals and deferred income	539	938
	<b>2,508</b>	<b>5,139</b>
<b>Amounts falling due in more than one year</b>		
Bank loan (secured)	5,000	-
Bank and other loan instalments by reference to the balance sheet date		
Within one year	-	2,700
From one to two years	5,000	-
From two to five years	-	-
	<b>5,000</b>	<b>2,700</b>

The bank loan of the company is secured by a charge over freehold and long leasehold properties

### 37. Provisions for liabilities

No provision has been made for the approximate taxation liability at 28% (2009 28%) of £1,229,000 (2009 £1,216,000) which would arise if the investment properties were sold at the stated valuation

## Notes to the financial statements

### 38. Share Capital & Reserves

	Share Capital £'000	Revaluation reserve £'000	Other reserve £'000	Retained earnings £'000	Shareholders funds £'000
Balance at 1 January 2010	1,045	5,938	395	5,898	13,276
Dividend paid	-	-	-	(418)	(418)
Revaluation of investment property	-	245	-	-	245
Share options	-	-	5	-	5
Retained profit for the year	-	-	-	1,016	1,016
<b>Balance at 31 December 2010</b>	<b>1,045</b>	<b>6,183</b>	<b>400</b>	<b>6,496</b>	<b>14,124</b>

A profit and loss account for Bisichí Mining PLC has not been presented as permitted by Section 408(2) of the Companies Act 2006. The profit for the financial year, before dividends, was £1,016,000 (2009 £938,000)

Details of share capital are set out in note 23 and details of the share options are shown in the Directors' Remuneration Report on page 25 under the heading Share option schemes which is within the audited part of this report and note 25

### 39. Related party transactions

	At 31 December	During the year	
	Amounts owed by related party £000	Costs recharged (to) / by related party £000	Cash paid (to) /by related party £000
<b>Related party:</b>			
Black Wattle Colliery (pty) Ltd (note (a))	(2,776)	(2,501)	-
Ninghi Marketing Limited (note (b))	/(102)	-	-
<b>As at 31 December 2010</b>	<b>(2,878)</b>	<b>(2,501)</b>	<b>-</b>
Black Wattle Colliery (pty) Ltd (note (a))	(739)	(1,443)	6,373
Ninghi Marketing Limited (note (b))	(102)	-	-
<b>As at 31 December 2009</b>	<b>(841)</b>	<b>(1,443)</b>	<b>6,373</b>

#### (a) Black Wattle Colliery (pty) Ltd

Black Wattle Colliery (pty) Ltd is a coal mining company based in South Africa

#### (b) Ninghi Marketing Limited

Ninghi Marketing Limited is a dormant coal marketing company incorporated in England & Wales

In addition to the above, the company has issued a company guarantee of R17,000,000 (2009 nil) (South African Rand) to the bankers of Black Wattle Colliery (pty) Ltd in order to cover bank guarantees issued to third parties in respect of the rehabilitation of mining land

Under Financial Reporting Standard 8 Related Party Disclosures, the Company has taken advantage of the exemption from disclosing transactions with other wholly owned Group companies

Details of other related party transactions are given in note 27 of the Group financial statements

# Notice of annual general meeting

for the year ended 31 December 2010

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION** If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 immediately

If you have sold or otherwise transferred all your ordinary shares in Bisich Mining PLC please forward this document with the accompanying Form of Proxy, at once to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee

**NOTICE is hereby given that the ninety-ninth Annual General Meeting of Bisich Mining PLC (the "Company") will be held at 30-35 Pall Mall, London SW1Y 5LP on Tuesday 7 June 2011 at 11 00 a m for the transaction of the following business**

## Ordinary business

To consider and, if thought fit, pass resolutions 1 to 8 as ordinary resolutions

- |          |   |                       |
|----------|---|-----------------------|
| <b>1</b> | To receive and adopt the Company's annual accounts for the year ended 31 December 2010 together with the directors' report and the auditors' report on those accounts | <b>(Resolution 1)</b> |
| <b>2</b> | To approve the remuneration report for the year ended 31 December 2010  | <b>(Resolution 2)</b> |
| <b>3</b> | To declare and approve a final dividend of 3 Op per share   | <b>(Resolution 3)</b> |
| <b>4</b> | To appoint as a director Mr G J Casey   | <b>(Resolution 4)</b> |
| <b>5</b> | To re-elect as a director Mr C A Joll   | <b>(Resolution 5)</b> |
| <b>6</b> | To re-elect as a director Mr J A Sibbald  | <b>(Resolution 6)</b> |
| <b>7</b> | To re-appoint PKF (UK) LLP as auditors, to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting                    | <b>(Resolution 7)</b> |
| <b>8</b> | To authorise the directors to determine the remuneration of the auditors  | <b>(Resolution 8)</b> |

## Special business

To consider and, if thought fit, pass resolutions 9 to 11 as ordinary resolutions and resolutions 12 to 14 as special resolutions

- 9** That  
the option agreement dated 31 August 2010 entered into between the Company (1) and Mr G J Casey (2) relating to the grant of an option to subscribe for up to 80,000 Ordinary Shares at a price of £2.025p per Ordinary Share, a summary of the principal terms of which is set out in the explanatory notes to the Annual General Meeting at pages 61 to 62 of this document and a copy of which agreement initialled by the Chairman for the purposes of identification only will be produced to the meeting, be and is hereby approved **(Resolution 9)**
- 10.1** the Directors of the Company are authorised to
- 10.1.1** exercise the power conferred upon them by Article 155 of the Company's Articles of Association so that, to the extent and in the manner determined by the Directors, the holders of ordinary shares in the Company be permitted to elect to receive new ordinary shares in the Company, credited as fully paid, instead of cash in respect of the whole (or some part) of the final dividend for the financial year of the Company ended 31 December 2010, and
- 10.1.2** capitalise an amount equal to the nominal value of the new ordinary shares of the Company to be allotted pursuant to any elections made as aforesaid out of the amount standing to the credit of reserves (including any share premium account or capital redemption reserve) or any other profits which could otherwise have been applied in paying dividends in cash as the Board may determine to apply such sum in paying up such ordinary shares in the Company in full and to allot such ordinary shares to the shareholders of the Company validly making such elections in accordance with their respective entitlements **(Resolution 10)**
- 11** That
- 11.1** The directors of the Company be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company ("Rights"),
- 11.1.1** up to an aggregate nominal amount of £348,384 and
- 11.1.2** comprising equity securities (as defined in section 560(1) of the Companies Act 2006), up to a further aggregate nominal amount of £348,384 should not exceed 1/3 of existing issued share capital in connection with an offer by way of a rights issue to
- 11.1.2.1** ordinary shareholders in proportion (as nearly as may be) to their existing holdings, and
- 11.1.2.3** holders of other equity securities, if this is required by the rights of those securities or, if the directors but subject to such exclusions and other arrangements as the directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter;

## Notice of annual general meeting

- 11.2** such authorities shall expire (unless previously revoked by the Company) on the conclusion of the next Annual General Meeting of the Company and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired, and
- 11.3** all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked **(Resolution 11)**
- 12** That
- 12.1** subject to the passing of resolution 11 the directors shall have power under section 570 of the Companies Act 2006 (the "2006 Act") to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash by resolution 11 as if section 561 of the 2006 Act did not apply to any such allotment, this power shall be limited
- (a) to the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph 11.1.2 of resolution 11, by way of a rights issue only), (i) ordinary shareholders in proportion (as nearly as may be) to their existing holdings, and (ii) holders of other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities, but subject to such exclusions and other arrangements as the directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter,
- (b) the allotment of equity securities (otherwise than pursuant to paragraph 12.1(a) of this resolution) up to an aggregate nominal amount of £104,515 (representing approximately 10 per cent of the issued share capital of the Company),
- 12.2** this power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if the words "under the resolution conferred upon them by resolution 11" were omitted from the introductory wording to paragraph 12.1 of this resolution, and
- 12.3** this power shall expire when the authority given by resolution 11 is revoked or expires save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer of agreement as if the power conferred hereby had not expired **(Resolution 12)**
- 13** That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice **(Resolution 13)**
- 14** That, the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 (the "2006 Act") to make market purchases (within the meaning section 693 of the 2006 Act) of ordinary shares of 10 pence each ("Ordinary Shares") in the capital of the Company provided that
- 14.1** the maximum number of Ordinary Shares which may be purchased is 1,045,150 (representing 10 per cent of the Company's existing issued ordinary share capital as at the date of the passing of this Resolution),
- 14.2** the minimum price which may be paid for each Ordinary Share is 10 pence (exclusive of expenses) being the nominal value of each Ordinary Share,
- 14.3** the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is an amount equal to 5 per cent above the average of the middle market quotation of an Ordinary Share of the Company for the 5 business days immediately preceding the day on which the Ordinary Share is contracted to be purchased,
- 14.4** this authority shall expire at the conclusion of the next annual general meeting of the Company after passing this Resolution or 15 months whichever is the earlier (unless previously renewed, varied or revoked by the Company in general meeting, and
- 14.5** the Company may, before such expiry, enter into one or more contracts to purchase Ordinary Shares under which such purchases may be completed or executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts **(Resolution 14)**

30-35 Pall Mall  
London SW1Y 5LP  
15 April 2011  
Bisichi Mining PLC

Registered in England and Wales -  
Number 112155

**By order of the board**  
**Heather Curtis**  
Secretary



# Notice of annual general meeting

## Notes

- 1 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company
- 2 The return of a completed proxy form, other such instrument or any CREST proxy instruction (as described in paragraph 14 below) does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated
- 3 A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly
- 4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU
- 5 To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting
- 6 To be valid any proxy form or other instrument appointing a proxy must be
  - completed and signed,
  - sent or delivered to Capita Registrars, PXS, The Registry, 34 Beckenham, Kent, BR3 4TU, and
  - received by Capita Registrars no later than 11 00 a.m. on 3 June 2011
- 7 In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company
- 8 Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form
- 9 As an alternative to completing your hard copy proxy form, you can appoint a proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com). For an electronic proxy appointment to be valid, your appointment must be received by no later than 11 00 a.m. on 3 June 2011
- 10 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence
- 11 You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated
- 12 Nominated persons (a) Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. (b) The statement of the rights of shareholders in relation to the appointment of proxies in paragraph (1) above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company
- 13 Total Voting Rights as at 15th April 2011 the issued share capital of the Company consists of 10,451,506 Ordinary Shares of 10 pence each, carrying one vote each. Therefore, the total number of voting rights of the Company as at 15th April 2011 is 10,451,506
- 14 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held at 11 00am on 7 June 2011 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Registrars Limited (CREST Participant ID RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST

CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

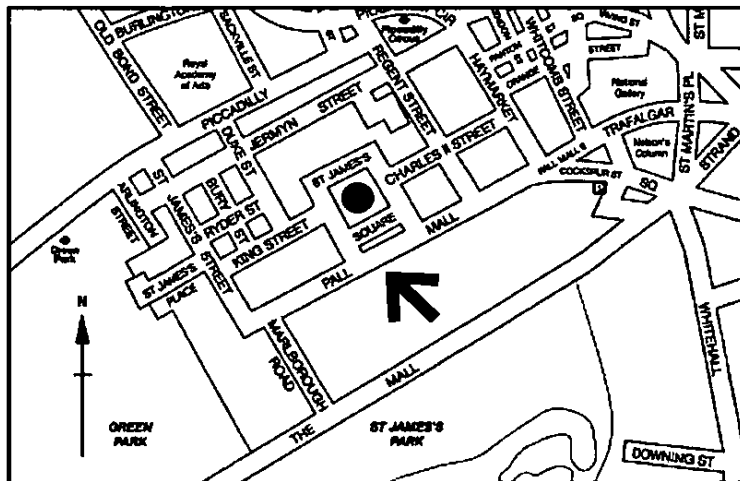
The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

# Notice of annual general meeting

- 15 Only those members entered on the register of members of the Company at 6 00 p m on 3 June 2011 or, in the event that this meeting is adjourned, in the register of members as at 6 00 p m on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time Changes to the entries on the register of members by the close of business on 3 June 2011 or, in the event that this meeting is adjourned, in the register of members before the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting
- 16 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares
- 17 Any member attending the meeting has the right to ask questions The Company has to answer any questions raised by members at the meeting which relate to the business being dealt with at the meeting unless
  - to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information,
  - the answer has already been given on a website in the form of an answer to a question, or,
  - it is undesirable in the interests of the company or the good order of the meeting to answer the question
- 18 A copy, or a memorandum of the terms, of every service contract between the Company or any of its subsidiaries and any director of the Company, the register of members, the details of proxies, the current Articles of Association, and a register in which are recorded all transactions of each director and of their family interests in the share capital of the Company and a copy of the Option Agreement are available for inspection at the Company's registered office during normal business hours (Saturdays, Sundays and Bank Holidays excepted) and will also be available for inspection at the annual general meeting from 10 45 a m on 7 June 2011 until the conclusion of the Meeting
- 19 A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at [www.bischi.co.uk](http://www.bischi.co.uk).

The Annual General Meeting will be held at the offices of **Bischi Mining PLC** 30-35 Pall Mall London SW1Y 5LP

The nearest London Underground stations are Piccadilly Circus and Green Park



# Notice of annual general meeting

## Explanatory notes to the Notice of Annual General Meeting

*The notes on the following pages give an explanation of the proposed resolutions*

Resolutions 1 to 8, and 9 to 11 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 12 to 14 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### Resolution 1

The Directors will present their report and the audited accounts for the year ended 31 December 2010 together with the auditors' report thereon.

### Resolution 2

In accordance with the Directors' Remuneration Report Regulations 2002 (the "Regulations"), the Company is required to submit the directors' remuneration report for the year ended 31 December 2010 to a vote of the shareholders. In accordance with the Regulations, approval of the directors' remuneration report is proposed as an ordinary resolution.

### Resolution 3

Final dividends are approved by the shareholders of the Company but cannot be more than the amount recommended by the directors. The Directors are recommending a final dividend for the year ended 31 December 2010 of 3.0p pence per ordinary share due and payable on 8 August 2011 to the Shareholders on the register at close of business on 1 July 2011. This resolution seeks shareholders' approval of the proposed dividend.

### Resolution 4

The Combined Code on Corporate Governance recommends that all directors should be subject to election by shareholders at the first annual general meeting after their appointment. This year Garrett Casey was appointed Finance Director by the board on 1 June 2010. The biographical details of Garrett Casey can be found on page 18 of the annual report and accounts for the year ended 31 December 2010.

### Resolutions 5-6

The Articles of Association of the Company require a proportion of the directors to retire at each annual general meeting of the Company. In addition, the Combined Code on Corporate Governance recommends that directors should submit themselves for re-election at least once every three years. This year two of the current directors, C A Joll and J A Sibbald, will retire and each offer themselves for re-election. Biographical details relating to each director can be found on page 16 of the Company's annual report and accounts for the year ended 31 December 2010 (the "Annual Report").

### Resolution 7

The Company is required to appoint auditors at each general meeting at which accounts are laid before shareholders, to hold office until the next such meeting. The resolution proposes that PKF (UK) LLP be re-appointed as auditors for the current year.

### Resolution 8

This resolution proposes that the directors be authorised to set the remuneration of the auditors.

### Resolution 9

This resolution is required to approve the conditional share option grant made pursuant to an option agreement conditionally entered into between the Company and Mr G J Casey on 31 August 2010 awarded by the Board on 31 August 2010 in recognition of Mr Casey's appointment to the Board of the Company as Finance Director on 1 June 2010.

### Resolution 10

The board have decided to recommend that members should be offered the right to elect to receive all or part of the recommended final dividend in new Ordinary Shares instead of cash (a scrip dividend). In order to enable the directors to effect this issue of new Ordinary Shares the shareholders are required to give the directors authority to issue and allot new shares and permit the directors to capitalise out of such sums standing to the credit of the reserves.

This resolution meets the requirement of Article 155 for the sanction by an ordinary resolution of the members to permit a scrip dividend.

### Resolution 11

In certain circumstances it is important for the company to be able to allot shares up to a maximum amount without needing to seek shareholder approval every time an allotment is required. This authority shall expire (unless previously revoked by the company) on the conclusion of the next annual general meeting of the Company.

### Resolution 12

If the directors wish to allot any of the unissued shares of the Company for cash in accordance with resolution 11, the new shares must generally be offered first to shareholders in proportion to their existing shareholdings.

In certain circumstances, it may be in the interests of the Company for the directors to be able to allot some shares for cash without having to offer them first to existing shareholders. In line with normal practice, this resolution, which will be proposed as a special resolution, seeks approval to renew the current authority to exclude the statutory pre-emption rights for issues of shares having a maximum aggregate nominal value of up to £104,515, representing 10 per cent of the Company's issued share capital as at the date of this Notice.

In addition, there are legal, regulatory and practical reasons why it may not always be possible to issue new shares under a rights issue to some shareholders, particularly those resident overseas. To cater for this, the resolution also permits the directors to make appropriate exclusions or arrangements to deal with such difficulties.

The directors believe that obtaining this authority is in the best interests of shareholders as a whole and recommend that shareholders vote in favour of this resolution.

### Resolution 13

This resolution is required to reflect the implementation in August 2009 of the Shareholders' Rights Directive. The regulation implementing this Directive increased the notice period for general meetings of the Company to 21 days. In order to be able to call meetings (other than annual general meetings) on 14 clear days' notice, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 13 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

# Notice of annual general meeting

## Resolution 14

In certain circumstances, as permitted by the Companies Act 2006, it may be advantageous for the Company to purchase its own ordinary shares and this resolution seeks authority from shareholders to empower the Directors to make limited on market purchases. The resolution limits the authority to a maximum number of ordinary shares that may be acquired to 1,045,150 being 10 per cent of the Company's issued ordinary share capital as at the date of this Circular and sets the minimum and maximum prices that can be paid (exclusive of expenses). The authority conferred by this resolution will expire at the conclusion of the next annual general meeting of the Company or 15 months from the date of the passing of this resolution, whichever is the earlier.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review. Further, the Directors will only exercise this authority after taking into account the effects on earning per share and the benefit to shareholders generally.

Any shares purchased under this authority may either be cancelled or held as treasury shares (treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the Company's share scheme). The authority sought by this resolution is intended to apply equally to ordinary shares which are to be held by the Company as treasury shares.

## Summary of the Principal terms of the option agreement

### The Option Agreement

On 31 August 2010 the Company entered into a conditional option agreement (the "Option Agreement") with Garrett Casey (the "Optionholder").

Under the Option Agreement, Garrett Casey was granted an option to subscribe for up to 80,000 new ordinary shares of 10p each in the Company (the "Option").

The Option is not approved by HM Revenue and Customs. The Option is personal to the Optionholder and is not transferable (except as mentioned below in the event of the Optionholder's death). Benefits under the Option are not pensionable.

The effective date of grant of the Option is the date on which the Board resolved to grant the Option (31 August 2010).

### Shareholder Approval

The Option is conditional upon shareholder approval, by way of ordinary resolution no later than 30 June 2011. If the shareholders have not approved the Option by that date, it will lapse.

### Performance Condition

The Option cannot be exercised unless the growth in group net assets over the three year period ending 31 December 2012 exceeds the growth in the Retail Price Index over the same three year period by at least 6% (ie an average of 2% per annum) (the "Performance Condition"). This period was selected as it begins on the year end immediately prior to the date (31 August 2010) on which the Board resolved to grant the Option.

If an event occurs which would entitle the Optionholder to exercise his Option before 1 January 2013, this three year performance period will be shortened so as to end on the most recent year end or half year end prior to that event.

The Performance Condition may be amended by the Remuneration Committee if, by reason of events which have occurred since the Performance Condition was specified, the Remuneration Committee considers that amendments are required to produce a fairer or more appropriate measure of performance.

The Performance Condition cannot be re tested. If the Performance Condition is not met at the end of the relevant performance period, the Option will lapse. If the Option is exercised early, the Performance Condition continues to apply (but with a shorter performance period).

### Acquisition Price

The price at which the Optionholder may acquire each ordinary share in the Company ("Share") on the exercise of the Option is £2.025 per Share. This price represents the closing mid market price of a Share on 30 August 2010, being the last dealing day before the date the Board resolved to grant the Option.

### Exercise Period

Subject to the satisfaction of the Performance Condition, the Option will normally be exercisable in whole or in part at any time on or after 31 August 2013 (the third anniversary of the date the Board resolved to grant the Option). The Option will (if it has not lapsed earlier in the circumstances mentioned below) lapse on 30 August 2020.

The Board may permit the Optionholder to exercise the Option before the date on which it is normally first exercisable if he is transferred to work in another country and he would otherwise be disadvantaged in relation to the Option under the tax or securities or exchange control laws of the country to which he is transferred.

The Option will lapse if the Optionholder

- ceases to have legal or beneficial ownership of the Option,
- dies (except that his legal personal representatives may exercise the Option within twelve months after his death). The Performance Condition will continue to apply to the Option if exercised in these circumstances, or
- ceases to be employed by the Company or any of its subsidiaries (except that if he ceases to be so employed by reason of injury, disability, retirement or because the company of which he is an employee ceases to be a subsidiary or because the business within which he works is transferred outside the Company's group he may exercise the Option within twelve months of his ceasing to be so employed and in other circumstances the Board may permit him to so exercise his Option). The Performance Condition will continue to apply to the Option if exercised in these circumstances.

In the event of a change of control of the Company or if a scheme of amalgamation or reconstruction is sanctioned under Sections 895(1) and 896(1) and (2) of the Companies Act 2006, Options will be exercisable within six months of the relevant event and then lapse. If any person becomes entitled to exercise rights of compulsory acquisition of Shares under Section 979 of the Companies Act 2006 and gives notice in writing of his intention to exercise those rights, Options will be exercisable within a period of one month from the date of such notice and then lapse. The Performance Condition will continue to apply to the Option if exercised in these circumstances and, if the Option becomes exercisable before 31 August 2013 in these circumstances, the Option shall only be exercisable pro rata to the time that has elapsed between 31 August 2010 and the date of the event by virtue of which the Option may be exercised.

## Notice of annual general meeting

If an order is made or a resolution is passed for the winding up of the Company, the Option will lapse, except in the case of a members voluntary winding up (other than for the purposes of amalgamation or reconstruction) in which event the Option may be exercised within six months of the commencement of the winding up. The Performance Condition will continue to apply to the Option if exercised in these circumstances.

### **Adjustments**

In the event of any capitalisation or rights issue or any sub division, reduction, consolidation or other variation of the share capital of the Company, adjustments (certified by the auditors to be in their opinion fair and reasonable) may be made to the number or nominal amount of Shares which may be acquired on the exercise of the Option and/or the acquisition prices of such Shares.

### **Exercise**

The Company will keep available sufficient authorised but unissued Shares to permit the exercise of the Option and will use its best endeavours to procure that on issue, or as soon as reasonably practicable thereafter, all Shares issued on exercise of the Option shall be admitted to listing in the Official List of The London Stock Exchange.

Shares allotted on exercise of the Option will rank par passu in all respects with the Shares for the time being in issue, except for any right attaching to such Shares by reference to a record date prior to the date of allotment.

On exercise of the Option, the Optionholder must reimburse all income tax and employee's (but not employer's) national insurance arising on such exercise.

### **Amendments**

The Remuneration Committee may amend the Option Agreement at any time with the consent of the Optionholder. Any amendment which is materially beneficial to the Optionholder will require the prior approval of the Company's shareholders in general meeting (except for minor amendments to benefit the administration of the Option Agreement, to take account of a change of legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for the Optionholder or for the Company or members of its group).

Cut out along dotted line

Second Fold

Business Reply  
Licence Number  
RSBH-UXKS-LRBC



**PXS**  
**34 Beckenham Road**  
**Beckenham**  
**BR3 4TU**

First Fold

Third Fold

*Tuck inside facing flap*

# Bisichi Mining PLC Form of Proxy

for the year ended 31 December 2010

I/We the undersigned, being the holder(s) of ordinary shares of the company, hereby appoint the chairman of the meeting as my/our proxy or

in respect of  ordinary shares being my/our voting entitlement\* to attend and vote for me/us on my/our behalf at the Annual General Meeting of the company to be held on Tuesday 7 June 2011 at 11 00 am at 30 35 Pall Mall, London SW1Y 5LP and at any adjournment thereof I/We direct that my/our vote(s) be cast on the resolutions as indicated by an X in the appropriate spaces below

Please tick here if this proxy appointment is one of multiple appointments being made\*  
\*For the appointment of more than one proxy please refer to Explanatory Note 2 below

## Resolutions

Ordinary Resolutions	For	Against	Vote Withheld
1 To receive and adopt the company's annual accounts for the year ended 31 December 2010 together with the directors' report and the auditors' report on those accounts			
2 To approve the remuneration report for the year ended 31 December 2010			
3 To declare and approve a final dividend of 3 0p per share			
4 To appoint as a director Mr G J Casey			
5 To re-elect as a director Mr C A Joll			
6 To re-elect as a director Mr J A Sibbald			
7 To re-appoint PKF(UK) LLP as auditors			
8 To authorise the directors to determine the remuneration of the auditors			

## Special Business

Ordinary Resolutions	For	Against	Vote Withheld
9 To approve the Option Agreement entered into between the Company and Mr G J Casey			
10 To authorise a scrip dividend			
11 To approve the directors' authority to allow securities			

Special Resolutions	For	Against	Vote Withheld
12 To empower the directors to disapply statutory pre-emption rights			
13 To authorise the calling of general meetings of the Company on 14 clear days' notice			
14 To authorise the Company to make market purchases of its ordinary shares			

Full Name (block capitals please)

Address

Postcode

Signed this day of 2011 (Signature)

## Notes

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the chairman, please insert the name of your chosen proxy holder in the space provided (see above). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see above) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy (an additional proxy form(s) may be obtained by contacting Capita Registrars, helpline on 0871 664 0300 from within the UK or +44 208 639 3399 from outside the UK. Calls to the 0871 number cost 10 pence per minute plus your service provider's network extras. Lines are open Monday to Friday 8.30 a.m. to 5.30 p.m. Or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see above) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com). For an electronic proxy appointment to be valid, your appointment must be received by no later than 11 00 a.m. on 3 June 2011.
- Please indicate with an X how you wish your votes to be cast. Any alterations made to this form should be initialed.
- The "vote withheld" option is provided to enable you to abstain on any particular resolution. However it should be noted that a "vote withheld" is not a vote in law and will not be counted in any calculation of the proportion of the votes "for" and "against" a resolution.
- Unless otherwise instructed the proxy will abstain or vote as he/she thinks fit. On any motion to amend any resolution, to propose a new resolution, to adjourn the meeting or any other motion put to the meeting the proxy will act at his/her discretion.
- If the appointor is a corporation this proxy should be executed under the common seal of such corporation or signed on its behalf by an attorney or officer duly authorised. In the case of an individual this proxy should be signed by the appointor or his attorney.
- To be valid this form of proxy together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power or authority) must be deposited at FXS, 34 Beckenham Road, Beckenham, Kent, United Kingdom BR3 4TU not later than 48 hours before the time fixed for the meeting, or if the meeting is adjourned not later than 48 hours before the time fixed for the adjourned meeting.  
Proxies may be delivered to FXS by hand at the above address during normal business hours.  
Postage by Shareholders outside the UK: Shareholders with addresses outside the UK should post the Form of Proxy in a stamped envelope to FXS, 34 Beckenham Road, Beckenham, Kent, United Kingdom BR3 4TU.
- In the case of joint registered holders the signature of any holder is sufficient but the vote of the senior holder who tenders a vote shall be accepted to the exclusion of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 48 hours before the time appointed for holding the meeting. For this purpose the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The completion of this form will not preclude a member from attending the meeting and voting in person.
- In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders entered in the register of members of the Company as at 6 00 p.m. on 3 June 2011, or if the meeting is adjourned in the register of members at 6 00 p.m. on the second day prior to the day of any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after 6 00 p.m. on 3 June 2011, or if the meeting is adjourned, in the register of members after 6 00 p.m. on the second day prior to the day of the adjourned meeting shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting or at any such adjournment.

[www.bisichi.co.uk](http://www.bisichi.co.uk)

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