

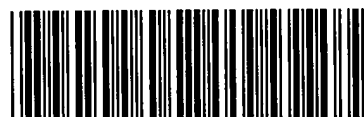
Registration number: 160645

Costa China Holdings Limited

Annual Report and Financial Statements

for the Year Ended 3 March 2016

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Costa China Holdings Limited

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Costa China Holdings Limited

Company Information

Directors	S Barratt S Highfield D Paul
Company secretary	D Lowry R Fairhurst
Registered number	160645
Registered office	Whitbread Court Houghton Hall Business Park Porz Avenue Dunstable Bedfordshire LU5 5XE
Auditor	Deloitte LLP 2 New Street Square London EC4A 3BZ

Costa China Holdings Limited
Directors' Report for the Year Ended 3 March 2016

The directors present their report and the financial statements for the year ended 3 March 2016.

Principal activity

The principal activity of the Company during the year was that of a holding company.

Directors of the Company

The directors who held office during the year were as follows:

S Barratt

A Marshall (resigned 15 June 2015)

S Highfield (appointed 16 April 2015)

C Rogers (resigned 20 June 2016)

The following director was appointed after the year end:

D Paul (appointed 20 June 2016)

Qualifying third party indemnity provisions

A qualifying indemnity provision (as defined in Section 236(1) of the Companies Act 2006) is in force for the benefit of the directors.

Disclosure of information to the auditor

Each of the persons who is a director at the date of approval of this report confirms that:

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

This confirmation is given, and should be interpreted, in accordance with the provisions of Section 418 of the Companies Act 2006.

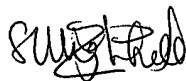
Reappointment of auditor

The auditor, Deloitte LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies provision statement

This report has been prepared in accordance with the small companies regime under the Companies Act 2006.

Approved by the Board on 16/11/2016 and signed on its behalf by:



Director

S. HIGHFIELD

Costa China Holdings Limited

Statement of Directors' Responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Costa China Holdings Limited

Independent Auditor's Report to the members of Costa China Holdings Limited

We have audited the financial statements of Costa China Holdings Limited for the year ended 3 March 2016, which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework'.

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 Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

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

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 3 March 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

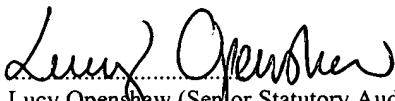
Costa China Holdings Limited

**Independent Auditor's Report to the members of Costa China Holdings Limited
(continued)**

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report.



Lucy Openshaw (Senior Statutory Auditor)

For and on behalf of Deloitte LLP, Chartered Accountant and Statutory Auditor

2 New Street Square
London
EC4A 3BZ

Date: 21/11/2016

Costa China Holdings Limited

Profit and Loss Account for the Year Ended 3 March 2016

	Note	Year ended 3 March 2016 £ 000	Year ended 26 February 2015 £ 000
Turnover		-	-
Administrative expenses	4	<u>(17,398)</u>	<u>-</u>
Operating loss	4	(17,398)	-
Interest payable and similar charges	5	<u>(1,282)</u>	<u>(1,208)</u>
Loss before tax		(18,680)	(1,208)
Tax on loss on ordinary activities	8	<u>257</u>	<u>256</u>
Loss for the year		<u><u>(18,423)</u></u>	<u><u>(952)</u></u>

The above results were derived from continuing operations.

There were no recognised gains and losses for 2016 or 2015 other than those included in the Profit and Loss Account.

The notes on pages 9 to 16 form an integral part of these financial statements.

Costa China Holdings Limited
(Registration number: 160645)
Balance Sheet as at 3 March 2016

	Note	3 March 2016 £ 000	26 February 2015 £ 000
Fixed assets			
Investments	9	5,364	22,762
Current assets			
Income tax asset	8	257	256
Cash at bank and in hand		<u>2</u>	<u>2</u>
		259	258
Creditors: Amounts falling due within one year			
Trade and other payables	10	<u>(27,113)</u>	<u>(26,087)</u>
Net current liabilities		<u>(26,854)</u>	<u>(25,829)</u>
Net liabilities		<u>(21,490)</u>	<u>(3,067)</u>
Capital and reserves			
Called up share capital	11	25	25
Profit and loss account		<u>(21,515)</u>	<u>(3,092)</u>
Shareholders' deficit		<u>(21,490)</u>	<u>(3,067)</u>

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

Approved by the Board on 16/11/2016 and signed on its behalf by:



Director

S. HIGHFIELD

The notes on pages 9 to 16 form an integral part of these financial statements.

Costa China Holdings Limited

Statement of Changes in Equity for the Year Ended 3 March 2016

	Share capital £ 000	Retained earnings £ 000	Total £ 000
At 28 February 2014	25	(2,140)	(2,115)
Loss for the year	-	(952)	(952)
Total comprehensive loss	-	(952)	(952)
At 26 February 2015	25	(3,092)	(3,067)
	Share capital £ 000	Retained earnings £ 000	Total £ 000
At 27 February 2015	25	(3,092)	(3,067)
Loss for the year	-	(18,423)	(18,423)
Total comprehensive loss	-	(18,423)	(18,423)
At 3 March 2016	25	(21,515)	(21,490)

The notes on pages 9 to 16 form an integral part of these financial statements.

Costa China Holdings Limited

Notes to the Financial Statements for the Year Ended 3 March 2016

1 General information

The Company is a private company limited by share capital incorporated and domiciled in England and Wales.

The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Directors' report on page 2.

The financial statements of Costa China Holdings Limited for the year ended 3 March 2016 were authorised for issue by the Board of Directors on 16/11/2016

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The Company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' as issued by the Financial Reporting Council (FRC). Accordingly, in the year ended 3 March 2016, the Company has undergone transition from reporting under UK GAAP to FRS 101 'Reduced Disclosure Framework'. The financial statements have therefore been prepared in accordance with FRS 101. This transition is not considered to have had a material effect on the financial statements. Further details can be found in Note 14.

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

These financial statements are separate financial statements. The Company is exempt from the preparation of consolidated financial statements, because it is included in the group accounts of Whitbread Group PLC. The group accounts of Whitbread Group PLC are available to the public and can be obtained at Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE.

The financial year represents 53 weeks to 3 March 2016 (prior financial year: 52 weeks to 26 February 2015).

The Company has adopted the following standards and interpretations which have been assessed as having no financial impact or disclosure requirements at this time:

- The IASB's annual improvement process, 2010-2012;
- The IASB's annual improvement process, 2011-2013;
- IFRIC Interpretation 21 Levies (IFRIC 21); and
- IAS 19 Defined Benefit Plans: Employee Contributions - Amendment to IAS 19.

Summary of disclosure exemptions

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to share-based payments, non-current assets held for sale, financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash flow statement, standards not yet effective, impairment of assets and related party transactions.

Where required, equivalent disclosures are given in the consolidated financial statements of the Group.

Costa China Holdings Limited

Notes to the Financial Statements for the Year Ended 3 March 2016 (continued)

2 Accounting policies (continued)

Going concern

The financial position of the Company is set out in these financial statements. As at 3 March 2016, the Company's liabilities exceeded its assets by £21,490,000.

The financial statements have been prepared on a going concern basis on the grounds that the parent company has confirmed its current intention to provide support so the Company may continue to exist for the next twelve months from the date of the approval of these accounts.

Tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the Company. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Investments

Investments in securities are classified on initial recognition as available-for-sale and are carried at fair value, except where their fair value cannot be measured reliably, in which case they are carried at cost, less any impairment.

Unrealised holding gains and losses other than impairments are recognised in other comprehensive income. On maturity or disposal, net gains and losses previously deferred in accumulated other comprehensive income are recognised in income.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Costa China Holdings Limited

Notes to the Financial Statements for the Year Ended 3 March 2016 (continued)

2 Accounting policies (continued)

Impairment of non-financial assets

The Company assesses assets or groups of assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Individual assets are grouped, for impairment assessment purposes, at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets (cash generating units or CGUs). If such indication of impairment exists, or when annual impairment testing for an asset group is required, the Company makes an estimate of the recoverable amount.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the CGU's recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such a reversal is recognised in the income statement. After such a reversal, the depreciation charge is adjusted in future periods to allocate the asset's carrying amount, less any residual value, on a straight-line basis over its remaining useful life.

The recoverable amount of an asset or CGU is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined with reference to the CGU to which the asset belongs. Impairment losses are recognised in the profit and loss accounts within operating costs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount.

Intangible assets

In the absence of a comparable recent market transaction that demonstrates that the fair value, less the costs of disposal, of intangible assets exceeds their carrying amount, the recoverable amount is determined from value in use calculations. An impairment is then made to reduce the carrying amount to the higher of the fair value less the costs of disposal and the value in use.

Property, plant and equipment

For the purposes of the impairment review of property, plant and equipment, the Company considers each trading outlet to be a separate CGU. The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. Consideration is also given, where appropriate, to the market value of the asset either from independent sources or, in conjunction with, an accepted industry valuation methodology.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Costa China Holdings Limited

Notes to the Financial Statements for the Year Ended 3 March 2016 (continued)

2 Accounting policies (continued)

Financial liabilities

Classification

Financial liabilities are classified as 'other financial liabilities'.

Recognition and measurement

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

3 Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported as assets and liabilities at the balance sheet date and the amounts reported as revenues and expenses during the year. However, the nature of estimation means that the actual outcomes could differ from those estimates. In the process of applying the Group's accounting policies, management has made the following judgements which have the most significant effect on the amounts recognised in the financial statements:

Impairment of investments

An impairment test of investment impairment is undertaken each year on both EBITDA multiple approach and discounted cash flow approach.

4 Operating profit

Arrived at after charging/(crediting)

	Year ended 3 March 2016 £ 000
Impairment loss	<u>17,398</u>

The impairment loss in the current year relates to impairment of the Company's investment in Yueda Costa (Shanghai) Food & Beverage Management Company Limited.

5 Interest payable and similar charges

	Year ended 3 March 2016 £ 000	Year ended 26 February 2015 £ 000
On loans from group undertakings	<u>1,282</u>	<u>1,208</u>

Costa China Holdings Limited

Notes to the Financial Statements for the Year Ended 3 March 2016 (continued)

6 Staff costs

The Company has no employees (2015: no employees) other than the directors, who did not receive any remuneration (2015: £NIL). All fees paid to directors as remuneration are borne by a parent company Whitbread Group PLC and it is not practical to allocate the amount for services in respect of this Company.

7 Auditor's remuneration

Audit fees for the year of £1,000 (2015: £1,000) were paid by a parent Company, Whitbread Group PLC. Information about the total audit fees paid by the Group can be found in the Whitbread PLC Annual Report and Accounts for the year ended 3 March 2016.

8 Income tax

Tax credited in the profit and loss account

	Year ended 3 March 2016 £ 000	Year ended 26 February 2015 £ 000
Current taxation		
UK corporation tax	<u>(257)</u>	<u>(256)</u>

Costa China Holdings Limited

Notes to the Financial Statements for the Year Ended 3 March 2016 (continued)

8 Income tax (continued)

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2015 - the same as the standard rate of corporation tax in the UK) of 20.08% (2015 - 21.17%).

The differences are reconciled below:

	Year ended 3 March 2016 £ 000	Year ended 26 February 2015 £ 000
Loss before tax	(18,680)	(1,208)
Corporation tax at standard rate of 20.08% (2015 - 21.17%)	(3,751)	(256)
Increase (decrease) from effect of expenses not deductible in determining taxable profit (tax loss)	3,679	-
Total tax credit	(72)	(256)

Factors that may affect future tax charges:

The Finance Act (No 2) 2015 reduced the main rate of UK corporation tax to 19% from 1 April 2017 and to 18% from 1 April 2020. In his Budget of 16 March 2016, the Chancellor of the Exchequer announced an additional 1% reduction in the main rate of UK corporation tax to 17% with effect from 1 April 2020. This change had not been substantively enacted at the balance sheet date and consequently is not included in these financial statements.

The rate changes will also impact the amount of future cash tax payments to be made by the Company.

9 Investments

	Investment in subsidiary companies £ 000	Total £ 000
Subsidiaries		
Cost or valuation		
At 27 February 2015	22,762	22,762
At 3 March 2016	22,762	22,762
Provision		
At 27 February 2015	-	-
Impairment	17,398	17,398
At 3 March 2016	17,398	17,398
Carrying amount		
At 3 March 2016	5,364	5,364
At 26 February 2015	22,762	22,762

Costa China Holdings Limited

Notes to the Financial Statements for the Year Ended 3 March 2016 (continued)

9 Investments (continued)

The investment is directly held by the Company.

Details of the subsidiaries as at 3 March 2016 are as follows:

Name of subsidiary	Principal activity	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held	
			2016	2015
Yueda Costa (Shanghai) Food & Beverage Management Company Limited	Operation of Costa coffee shops	China	51%	51%
Costa Hong Kong Limited	Not trading	Hong Kong	100%	100%

10 Trade and other payables

	3 March 2016 £ 000	26 February 2015 £ 000
Amounts due to group undertakings	<u>27,113</u>	<u>26,087</u>

Amounts due to related parties are repayable on demand and carry an average quarterly interest rate based upon the group funding.

11 Share capital

Allotted, called up and fully paid shares

	No. 000	3 March 2016 £ 000	No. 000	26 February 2015 £ 000
Ordinary of £1 each	<u>25</u>	<u>25</u>	<u>25</u>	<u>25</u>

12 Related party transactions

The Company is a wholly-owned subsidiary of Whitbread PLC, the ultimate controlling entity, and has taken advantage of the exemption given in Financial Reporting Standard 101 (8(k)) not to disclose transactions with other group companies.

Costa China Holdings Limited

Notes to the Financial Statements for the Year Ended 3 March 2016 (continued)

13 Parent and ultimate parent undertaking

The immediate parent undertaking is Costa International Limited. The ultimate parent undertaking is Whitbread PLC.

The parent undertaking of the smallest group of undertakings for which group accounts are drawn up and of which the Company is a member is Whitbread Group PLC, registered in England and Wales. Copies of their accounts can be obtained from Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE.

The parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the Company is a member is Whitbread PLC, registered in England and Wales. Copies of their accounts can be obtained from Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE.

14 Transition to FRS 101

This is the first year that the Company has presented its financial statements under FRS 101 (Financial Reporting Standard 101) issued by the Financial Reporting Council. The last financial statements under UK GAAP were for the year ended 26 February 2015 and the date of transition to FRS 101 was therefore 28 February 2014. There are no adjustments resulting from the transition from previous GAAP to FRS 101 which affect the financial position or financial performance of the Company.

There is no change to the amounts reported under previous UK GAAP for the year ended 26 February 2015 and those reportable under FRS101 for the same period. Accordingly the financial position of the company was not affected and no reconciliation of movements in Equity and the Statement of Comprehensive Income as a result of the transition are required.