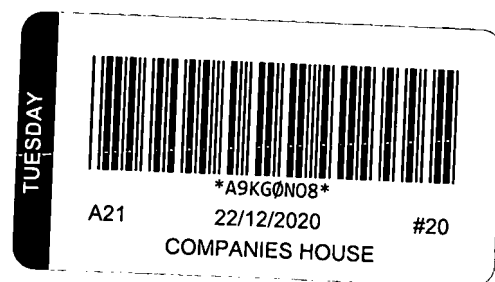


COMPANY REGISTRATION NUMBER: 632613

**CITY AND COUNTRY PROPERTIES LIMITED**  
**FINANCIAL STATEMENTS**  
**31 MARCH 2020**



**COHEN ARNOLD**  
Chartered Accountants & statutory auditor  
New Burlington House  
1075 Finchley Road  
London  
NW11 0PU

**CITY AND COUNTRY PROPERTIES LIMITED**  
**FINANCIAL STATEMENTS**  
**YEAR ENDED 31 MARCH 2020**

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# **CITY AND COUNTRY PROPERTIES LIMITED**

## **STRATEGIC REPORT**

**YEAR ENDED 31 MARCH 2020**

The directors present their strategic report for the year ended 31 March 2020.

In accordance with Section 414A(1) of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013, we have prepared a strategic report which includes a review of the Company's business and future developments, a description of the principal risks and uncertainties facing the Company and the Company's key performance indicators. The purpose of the strategic report is to inform members of the Company and help them assess how the directors have performed their duty under section 172 of the Companies Act 2006 (duty to promote the success of the Company).

### **PRINCIPAL ACTIVITIES AND BUSINESS MODEL**

The principal activity of the Company is property investment in commercial and residential properties in the UK. From time to time the Company undertakes new developments and also the redevelopment of existing properties. The Company's business model is generally to hold its properties for the long term in order to generate rental income and capital appreciation. However, each of the Company's investment properties is considered to be potentially for sale in the right circumstances. There has been no significant change in the nature of the company's business activities during the year under review, nor is any envisaged in the immediate future.

### **RESULTS**

The profit for the year of £20.5 million (2019: £10.4 million) has been transferred to reserves.

### **BUSINESS REVIEW**

The profit for the year before tax was £28.2 million (2019: £12.8 million), an increase year on year of £15.4 million, primarily due to a £15.7 million increase in net valuation gains on investment property for the year, partially offset by a decrease in net rental income of £0.4 million. Rents and service charges receivable were £10.9 million (2019: £11 million) and property expenses £5.6 million (2019: £5.3 million).

Profit on disposal of investment property totalled £0.8 million (2019: £0.8 million) during the year and additions to our properties totalled £4.6 million (2019: £5.0 million). There were no property disposals during the year, with profits on the sale of investment property representing sales of lease extensions. The £4.6 million in additions principally relates to £2.7 million of capital expenditure at Starlite Lodge and the purchase of leasehold interests at Burnham Court for £0.3 million, Vincent Court for £0.4 million, Brampton Court for £1 million, and Halvergate Mansions, Burnt Oak Broadway for £0.2 million.

The Company is financed by inter-group loans and pays interest on these loans at 3.59% (2019: 3.65%).

A professional valuation of all the Company's investment portfolio was carried out at 31 March 2020 by Colliers International Property Advisers UK LLP, RICS Registered Valuers. The valuation totalled £187.8 million (2019: £162.5 million) producing a surplus of £20.7 million (2019: £5.0 million) which has been included in the profit and loss account and other comprehensive income. Of the Company's property portfolio at valuation, £67.2 million is residential (2019: £58.6 million), £69.3 million is commercial (2019: £48.3 million) and £51.3 million is mixed residential and commercial (2019: £55.6 million). The amount presented in the balance sheet has been shown net of £134,440 relating to lease incentives (2019: £132,779) and grossed up by an amount of £93,310 (2019: £nil) relating to finance lease assets (2019: £nil).

The UK'S decision to leave the European Union continues to create uncertainty as we near the end of the transitional period with, as yet, no clear idea of the arrangements for trade which will apply from

# CITY AND COUNTRY PROPERTIES LIMITED

## STRATEGIC REPORT *(continued)*

### YEAR ENDED 31 MARCH 2020

1 January 2021. However, the immediate future will be dominated by the fallout from actions taken to stop the spread of the Covid-19 pandemic. Whilst constraints on the economy are being progressively removed the speed with which activity will return towards normal is by no means clear. Indeed doubt remains whether patterns of behaviour adopted during the "lockdown" such as working from home, avoiding public transport, shops, restaurants and other leisure facilities will persist in the long term. A deepening of the UK recession is widely predicted for when the temporary measures taken to sustain the economy are discontinued later this year; opinions differ as to its likely depth and duration.

These issues constitute the environment within which we will have to operate for the coming year. We firmly believe that our tried and tested approach of prudence and risk minimisation together with the careful conservation of financial resources that has served us well in good times and bad will see us safely through.

We remain committed to the pursuit of the long term growth in net asset value created by projects of development and enhancement designed to generate significant increases in rental values. The timing of major projects is driven by general economic conditions, planning and construction timetables and does not necessarily align with the annual reporting cycle.

Whilst it is extremely difficult to see with any clarity what the immediate future holds, the fundamentals of the Company are strong and its gearing is low. This gives us confidence that once the UK economy emerges from this difficult period the Company will be well placed for continued growth.

#### KEY PERFORMANCE INDICATORS (KPIs)

The Board monitors the Company's progress against its strategic objectives and the financial performance of its operations on a regular basis. Performance is assessed against the strategy and expectations using financial and non-financial measures. The most significant KPIs used by the Company are as follows:

	2020 £	2019 £
Investment property at fair value	187,748,952	162,413,797
Profit before tax	28,225,698	12,795,928
Net valuation gains on investment property	20,679,721	5,017,639
Rent and service charges receivable less property outgoings	5,320,664	5,705,403
	=====	=====

#### PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks to which the Company is exposed are:

- Tenant defaults
- Damage to properties from flood, fire or terrorist action
- Changes in regulations on building standards, environmental or health and safety rules
- Increases in the cost of borrowing
- Inappropriate acquisitions
- Planning, construction and letting risk in relation to redevelopment activity
- The economic cycle generally, including impacts from Covid-19.

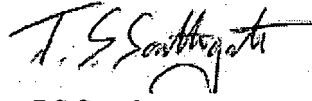
The Company, in conjunction with its ultimate parent company, Daejan Holdings Limited, seeks to manage or mitigate such risks wherever possible through such measures as insurance, tenant screening and monitoring, fixed rate borrowing, rigorous review of acquisition and development opportunities, external expert advice and regular monitoring of the economic outlook. Overall, in spite of the risks, the Company's prudent long term approach to property trading gives the directors confidence for the future.

**CITY AND COUNTRY PROPERTIES LIMITED**

**STRATEGIC REPORT** *(continued)*

**YEAR ENDED 31 MARCH 2020**

This report was approved by the board of directors on 19 November 2020 and signed on behalf of the board by:



**J S Southgate**  
Company Secretary

Registered office:  
Freshwater House  
158-162 Shaftesbury Avenue  
London  
WC2H 8HR

# **CITY AND COUNTRY PROPERTIES LIMITED**

## **DIRECTORS' REPORT**

### **YEAR ENDED 31 MARCH 2020**

The directors present their report and the financial statements of the company for the year ended 31 March 2020.

#### **DIRECTORS**

The directors who served the company during the year were as follows:

B S E Freshwater  
D Davis

The Articles of Association of the company do not require the directors to retire by rotation. Neither director has a service contract with the company.

The majority of the day-to-day management of the company's properties and its operations is carried out by Freshwater Property Management Limited and Highdorn Co. Limited. Mr BSE Freshwater is a director of, but has no beneficial interest in the share capital of either of these companies.

Mr BSE Freshwater and Mr D Davis are also Trustees of the parent undertaking of Freshwater Property Management Limited, but have no beneficial interest in that company.

The only contracts in which directors were interested were those entered into in the normal course of business.

#### **RESULTS AND DIVIDENDS**

The results for the year are set out in the attached profit and loss account and explanatory notes. The financial position of the company at the year end is set out in the attached balance sheet and explanatory notes.

The company did not pay a dividend in the year (2019: £nil). The directors do not propose a final dividend for the year (2019: £nil).

#### **EVENTS AFTER THE END OF THE REPORTING PERIOD**

Particulars of events after the reporting date are detailed in note 21 to the financial statements.

#### **DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the strategic report, directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

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

# CITY AND COUNTRY PROPERTIES LIMITED

## DIRECTORS' REPORT *(continued)*

### YEAR ENDED 31 MARCH 2020

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.

#### DONATIONS

During the year the company made the following contributions:

	2020	2019
	£	£
Charitable	<b>102,330</b> =====	<b>140,780</b> =====

All of the charitable donations made during the year were paid to charities whose object is religion and education.


#### AUDITOR

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

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

The auditor is deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

This report was approved by the board of directors on 19 November 2020 and signed on behalf of the board by:

  
**J S Southgate**  
Company Secretary

Registered office:  
Freshwater House  
158-162 Shaftesbury Avenue  
London  
WC2H 8HR

**CITY AND COUNTRY PROPERTIES LIMITED**  
**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CITY AND**  
**COUNTRY PROPERTIES LIMITED**  
**YEAR ENDED 31 MARCH 2020**

**OPINION**

We have audited the financial statements of City and Country Properties Limited (the 'company') for the year ended 31 March 2020 which comprise the profit and loss account and other comprehensive income, balance sheet, statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

**BASIS FOR OPINION**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**CONCLUSIONS RELATING TO GOING CONCERN**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, due to the current macro-economic impact of the Covid-19 pandemic and the higher level of uncertainty observed in the economy, including the uncertainty surrounding Brexit and the associated potential financial costs, we cannot predict all future events or conditions. As subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the group or the company will continue in operation.

**EMPHASIS OF MATTER - INVESTMENT PROPERTY**

We draw your attention to Note 9 of the financial statements, which discloses the material uncertainty with regards to the valuation of investment property as at the balance sheet date. Our opinion is not modified in respect of this matter.



**CITY AND COUNTRY PROPERTIES LIMITED**  
**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CITY AND**  
**COUNTRY PROPERTIES LIMITED** *(continued)*  
**YEAR ENDED 31 MARCH 2020**

**OTHER INFORMATION**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

**MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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.

**CITY AND COUNTRY PROPERTIES LIMITED**  
**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CITY AND**  
**COUNTRY PROPERTIES LIMITED** *(continued)*  
**YEAR ENDED 31 MARCH 2020**

**RESPONSIBILITIES OF DIRECTORS**

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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

**CITY AND COUNTRY PROPERTIES LIMITED**  
**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CITY AND**  
**COUNTRY PROPERTIES LIMITED** *(continued)*  
**YEAR ENDED 31 MARCH 2020**

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

**USE OF OUR REPORT**

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.



Dov Harris (Senior Statutory Auditor)

For and on behalf of  
Cohen Arnold  
Chartered Accountants & statutory auditor

New Burlington House  
1075 Finchley Road  
London  
NW11 0PU

19 November 2020

**CITY AND COUNTRY PROPERTIES LIMITED**  
**PROFIT AND LOSS ACCOUNT AND OTHER COMPREHENSIVE INCOME**  
**YEAR ENDED 31 MARCH 2020**

	Note	2020 £	2019 £
<b>TURNOVER</b>	<b>4</b>	<b>10,892,644</b>	<b>11,006,821</b>
Cost of sales		<u>(5,571,980)</u>	<u>(5,301,418)</u>
<b>GROSS PROFIT</b>		<b>5,320,664</b>	<b>5,705,403</b>
Administrative expenses		<u>(1,677,029)</u>	<u>(1,721,215)</u>
Net valuation gains on investment property		<b>20,679,721</b>	<b>5,017,639</b>
Profit on disposal of investment property		<u>792,873</u>	<u>804,804</u>
<b>OPERATING PROFIT</b>	<b>5</b>	<b>25,116,229</b>	<b>9,806,631</b>
Interest receivable		<b>5,435,357</b>	<b>5,440,318</b>
Interest payable	<b>7</b>	<u>(2,325,888)</u>	<u>(2,451,021)</u>
<b>PROFIT BEFORE TAXATION</b>		<b>28,225,698</b>	<b>12,795,928</b>
Tax on profit	<b>8</b>	<u>(7,762,573)</u>	<u>(2,368,745)</u>
<b>PROFIT FOR THE FINANCIAL YEAR AND TOTAL COMPREHENSIVE INCOME</b>		<b><u>20,463,125</u></b>	<b><u>10,427,183</u></b>

All the activities of the company are from continuing operations.

The notes on pages 13 to 26 form part of these financial statements.

# CITY AND COUNTRY PROPERTIES LIMITED

## BALANCE SHEET

31 MARCH 2020

	Note	2020 £	2019 £
<b>FIXED ASSETS</b>			
Investment properties	9	187,748,952	162,413,797
Investments	10	5,682,233	68,429,043
		<u>193,431,185</u>	<u>230,842,840</u>
<b>CURRENT ASSETS</b>			
Debtors	11	137,475,759	89,914,362
Cash at bank and in hand		557,991	3,443,196
		<u>138,033,750</u>	<u>93,357,558</u>
<b>CREDITORS: amounts falling due within one year</b>	12	<u>(55,762,715)</u>	<u>(75,368,343)</u>
<b>NET CURRENT ASSETS</b>		<u>82,271,035</u>	<u>17,989,215</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>275,702,220</u>	<u>248,832,055</u>
<b>CREDITORS: amounts falling due after more than one year</b>	13	(93,098)	—
<b>PROVISIONS FOR LIABILITIES &amp; CHARGES</b>	15	<u>(26,991,228)</u>	<u>(20,677,286)</u>
<b>NET ASSETS</b>		<u>248,617,894</u>	<u>228,154,769</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	17	1,304,423	1,304,423
Share premium account	18	2,765,257	2,765,257
Other reserves	18	104,412	104,412
Profit and loss account	18	244,443,802	223,980,677
<b>TOTAL EQUITY</b>		<u>248,617,894</u>	<u>228,154,769</u>

These financial statements were approved by the board of directors and authorised for issue on 19 November 2020, and are signed on behalf of the board by:

**B S E Freshwater**  
Director

Company registration number: 632613

The notes on pages 13 to 26 form part of these financial statements.

# CITY AND COUNTRY PROPERTIES LIMITED

## STATEMENT OF CHANGES IN EQUITY

**YEAR ENDED 31 MARCH 2020**

	Called up share capital £	Share premium account £	Other reserves £	Profit and loss account £	Total £
<b>AT 1 APRIL 2018</b>	1,304,423	2,765,257	104,412	213,553,494	217,727,586
Profit for the year				10,427,183	10,427,183
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	—	—	—	10,427,183	10,427,183
<b>AT 31 MARCH 2019</b>	1,304,423	2,765,257	104,412	223,980,677	228,154,769
Profit for the year				20,463,125	20,463,125
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	—	—	—	20,463,125	20,463,125
<b>AT 31 MARCH 2020</b>	1,304,423	2,765,257	104,412	244,443,802	248,617,894

The balance on the profit and loss account at 31 March 2020 includes of £142,561,902 of unrealised profits which are not available for distribution.

The notes on pages 13 to 26 form part of these financial statements.

# **CITY AND COUNTRY PROPERTIES LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

**YEAR ENDED 31 MARCH 2020**

### **1. GENERAL INFORMATION**

City and Country Properties Limited (the "Company") is a company limited by shares and incorporated in the UK. The Company's Registered Office is Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR. The presentation currency of these financial statements is sterling.

### **2. STATEMENT OF COMPLIANCE**

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

### **3. ACCOUNTING POLICIES**

#### **Basis of preparation**

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

The financial statements have been prepared under the historical cost convention except that investment property is measured at fair value.

The outbreak of the Covid-19 pandemic in the first six months of 2020 and the associated lockdown has had a negative impact on the macro economy and the particular market that the company and the Daejan Holdings Limited group ("the group") operates in. The directors have placed a particular focus on the group's going concern assessment and have considered the principal risks to the group. This assessment has considered the various probable outcomes of the pandemic on the group's operations and its future financial performance over the next 12 months, including a severe but plausible decline in revenues, an increase in impairment of rent arrears and a reduction in property values. The Directors have also considered the likelihood of the group's loan covenants being breached in the coming 12 months and remedy packages in the event that these covenants are breached. Uncertainty surrounding Brexit and the associated potential financial costs may also have a negative impact. These risks are beyond the control of the group and represent uncertainty to the revenue and cash flow of the company for the foreseeable future.

Notwithstanding these uncertainties, the directors have concluded that it is appropriate for the financial statements to be prepared in accordance with the accounting principles appropriate to a going concern and that there is no material uncertainty to this position, as the directors have a reasonable expectation that the group has adequate resources under all plausible circumstance to continue in operational existence for the foreseeable future by meeting its liabilities and commitments as they fall due.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 24.

**CITY AND COUNTRY PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*  
**YEAR ENDED 31 MARCH 2020**

**3. ACCOUNTING POLICIES** *(continued)*

**Disclosure exemptions**

The Company's ultimate parent undertaking, Daejan Holdings Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Daejan Holdings Limited are prepared in accordance with International Financial Reporting Standards (IFRS) and are available to the public and may be obtained from Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR.

In these financial statements, the company is considered to be a qualifying entity (for the purposes of FRS 102) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to the end of the period;
- Cash Flow Statement and related notes;
- Key Management Personnel compensation; and
- Basic and Other Financial Instruments.

**Turnover**

Turnover comprises rents and service charges receivable. Rental income from investment property leased out under operating leases is recognised in the profit and loss account on a straight line basis over the period to the first break clause. Lease incentives granted to tenants are recognised on a straight line basis over the period to the first break clause. Service charge income is recognised as the services are provided.

**Property outgoings**

The costs of repairs are recognised in the profit and loss account in the year in which they are incurred.



**CITY AND COUNTRY PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*  
**YEAR ENDED 31 MARCH 2020**

**3. ACCOUNTING POLICIES** *(continued)*

**Taxation**

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is expected tax payable or receivable on the taxable income or loss for the year, using rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Provision is made for consideration payable to or receivable from other group undertakings for the surrender of losses under group relief provisions.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. For investment property that is measured at fair value, deferred tax is provided at the rate and allowances applicable to the sale of the property.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

**CITY AND COUNTRY PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*  
**YEAR ENDED 31 MARCH 2020**

**3. ACCOUNTING POLICIES** *(continued)*

**Investment properties**

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are recognised initially at cost.

Subsequent to initial recognition

- Investment properties are held at fair value. Any gains or losses arising from changes in the fair value are recognised in the profit and loss account in the period that they arise; and
- No depreciation is provided in respect of investment properties applying the fair value model.

Investment property fair value is based on a valuation by an external, independent valuer, having an appropriate recognised professional qualification and recent experience in the location and class of property being valued.

The company's interests in some of its investment properties are in the form of long and short leases as opposed to freehold ownership. The company recognises as liabilities amounts payable under head leases and a corresponding leased asset, which is included in investment property. These leased investment properties are initially recorded at the present value of the remaining lease payments and are then subsequently carried at fair value. In calculating the present value of lease payments, the company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

**Disposals of properties**

The company generally holds its properties for the long term in order to generate rental income and capital appreciation although in the right circumstances any property could be available for sale. When an outright sale does occur the resulting surplus based on the excess of sales proceeds over valuation is included within the company's profit, and taxation applicable thereto is shown as part of the taxation charge. Disposals are recognised on the date the significant risks and rewards of ownership have been transferred and when it is probable that the economic benefits will flow to the company. In addition the company also 'sells' leasehold extensions when requested by leaseholders. The proceeds of these leasehold extension sales, less directly applicable costs, are also included in profit on disposal of investment properties.

**Investments**

Investments in subsidiary undertakings are stated at cost less provision for any impairment.

**CITY AND COUNTRY PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*  
**YEAR ENDED 31 MARCH 2020**

**Financial instruments**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all its financial liabilities.

**Basic financial instruments**

**Cash and cash equivalents**

Cash and cash equivalents comprise cash balances and call deposits.

**Trade and other debtors**

Trade and other debtors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate for a similar debt instrument.

**Trade and other creditors**

Trade and other creditors are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate for a similar debt instrument.

**Income and expenses**

**Interest receivable and interest payable:**

Interest income and interest payable are recognised in the profit and loss account as they accrue, using the effective interest method.

Borrowing costs that are directly attributable to the acquisition, construction or redevelopment of an asset that takes a substantial time to be prepared for use are expensed as incurred.

Interest receivable and similar income include interest receivable on intercompany loans.

**Related party transactions**

The company has taken advantage of the exemptions in FRS102 in order to dispense with the requirements to disclose transactions with other companies in the Daejan Holdings Limited group.

**4. TURNOVER**

Turnover arises from:

	2020 £	2019 £
Rent receivable	9,519,579	9,131,886
Service charges receivable	1,373,065	1,874,935
	<u>10,892,644</u>	<u>11,006,821</u>

**CITY AND COUNTRY PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*

**YEAR ENDED 31 MARCH 2020**

**4. TURNOVER** *(continued)*

The whole of the turnover is attributable to the principal activity of the company wholly undertaken in the United Kingdom.

**5. OPERATING PROFIT**

Operating profit or loss is stated after charging/crediting:

	2020	2019
	£	£
Fees payable for the audit of the financial statements	69,600	69,120
Movement in provision for bad debts	(145,722)	(141,954)
Impairment of bad debts	131,329	85,021
	=====	=====

Other professional fees payable to auditors aggregate £28,680 (2019: £84,171) for the provision of non-audit services.

**6. PARTICULARS OF EMPLOYEES**

No salaries or wages have been paid to the directors during the year (2019: £nil).

The staff provided by the property and administrative management company, Highdorn Co. Limited, are engaged under joint employment contracts with a fellow subsidiary undertaking of the Company and their costs subsequently recharged to the Company at a level appropriate to the activity of the Company. These recharges, which amounted to £1,480,186 during the year (2019: £1,487,388) and which represented an average of 29 staff (2019: 29), are included within administrative expenses.

In addition to the above, the company's property outgoings includes the following employment costs relating to portorage staff:

	2020	2019
	£	£
Wages & Salaries	69,572	85,891
Social Security Costs	5,002	6,546
Other pension costs	1,697	1,146
	76,271	93,583
	=====	=====

The average number of portorage staff employed during the year was 3 (2019: 4).

**7. INTEREST PAYABLE**

	2020	2019
	£	£
Interest on obligations under finance leases and hire purchase contracts	5,610	—
Group interest payable	2,315,000	2,446,000
Other interest payable	5,278	5,021
	2,325,888	2,451,021
	=====	=====

**CITY AND COUNTRY PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*

**YEAR ENDED 31 MARCH 2020**

**8. TAX ON PROFIT**

**Major components of tax expense**

	2020 £	2019 £
<b>Current tax:</b>		
UK current tax expense	1,448,779	1,515,709
Adjustments in respect of prior periods	(148)	–
Total current tax	<u>1,448,631</u>	<u>1,515,709</u>
<b>Deferred tax:</b>		
Origination and reversal of timing differences	3,881,320	853,036
Impact of change in tax rate	2,432,622	–
Total deferred tax	<u>6,313,942</u>	<u>853,036</u>
<b>Tax on profit</b>	<u>7,762,573</u>	<u>2,368,745</u>

All tax is recognised in the profit and loss account.

**Reconciliation of tax expense**

The tax assessed on the profit on ordinary activities for the year is higher than (2019: lower than) the standard rate of corporation tax in the UK of 19% (2019: 19%).

	2020 £	2019 £
Profit on ordinary activities before taxation	28,225,698	12,795,928
Profit on ordinary activities by rate of tax	5,362,883	2,431,226
Adjustment to tax charge in respect of prior periods	(148)	–
Expenses disallowed	24,254	48,181
Impact of change in tax rate	2,432,622	–
Other timing differences on unrealised gains	(47,903)	(100,315)
Effect of capital allowances and depreciation	(9,173)	(10,347)
Other differences	38	–
<b>Tax on profit</b>	<u>7,762,573</u>	<u>2,368,745</u>

**Factors that may affect future tax expense**

It was announced in the March 2020 Budget that the planned reduction in the UK corporation tax rate to 17%, which was to be effective from 1 April 2020, would not be implemented. This change was substantively enacted on 17 March 2020.

The deferred tax liability at 31 March 2020 has been calculated based on the rate of 19% (2019: 17%).

**CITY AND COUNTRY PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*

**YEAR ENDED 31 MARCH 2020**

**9. INVESTMENT PROPERTIES**

	Freehold property £	Long leasehold property £	Short leasehold property £	Total £
<b>Fair value</b>				
At 1 April 2019	86,943,046	73,018,692	2,452,059	<b>162,413,797</b>
Gross up of head lease liability	–	88,920	4,590	<b>93,510</b>
Additions	3,571,884	990,040	–	<b>4,561,924</b>
Revaluations	452,578	20,407,745	(180,602)	<b>20,679,721</b>
<b>At 31 March 2020</b>	<u>90,967,508</u>	<u>94,505,397</u>	<u>2,276,047</u>	<u><b>187,748,952</b></u>
<b>Carrying amount</b>				
<b>At 31 March 2020</b>	<u>90,967,508</u>	<u>94,505,397</u>	<u>2,276,047</u>	<u><b>187,748,952</b></u>
At 31 March 2019	<u>86,943,046</u>	<u>73,018,692</u>	<u>2,452,059</u>	<u><b>162,413,797</b></u>

**CITY AND COUNTRY PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*

**YEAR ENDED 31 MARCH 2020**

**9. INVESTMENT PROPERTIES** *(continued)*

**Investment properties held at valuation**

An independent professional revaluation of the Company's property was carried out at 31 March 2020 by Colliers International Property Advisers UK LLP, RICS Registered Valuers. The revaluation figures are based on open market value assessed in accordance with the RICS Valuation - Professional Standards (2014).

The valuer's report for the year ended 31 March 2020 contained a 'material uncertainty' clause due to the disruption to the market at that date caused by Covid-19. The inclusion of this clause indicates that there is substantially more uncertainty than normal and therefore a higher likelihood that the assumptions upon which the external valuer has based its valuations prove to be inaccurate.

The aggregate professional valuations included in the above table have been reduced by an amount of £134,440 (2019: £132,779) relating to lease incentives included in trade debtors, and increased by an amount of £93,310 (2019: £nil) relating to finance lease assets, with the corresponding liability shown in creditors.

**Valuation techniques and key inputs**

The company's residential apartments and houses (£118.5 million, 2019: £114.3 million) were valued using a sales valuation approach, derived from recent comparable transactions in the market, adjusted by applying discounts to reflect status of occupation and condition. The largest discounts were applied to those properties subject to registered tenancies, reflecting the relative difference in security of tenure, whilst the smallest discounts were applied to those properties subject to assured shorthold tenancies. Sales value assumptions were in the range £322 to £1,113 per square foot (2019: £337 to £1,183).

The company's commercial units (£69.3 million, 2019: £48.3 million) were valued using the income capitalisation method, requiring the application of an appropriate market based yield to net operating income. Adjustments are made to allow for voids when less than five years are left under the current tenancy and to reflect market rent at the point of lease expiry or rent review. Equivalent yields used fell in the range 3.50% to 10.90% (2019: 3.50% to 10.90%) with an average of 9.48% (2019: 9.10%) and estimated rental values used fell in the range £8.13 to £62.02 per square foot (2019: £8.10 to £62.00), with an average of £22.54 per square foot (2019: £24.60).

**Historical cost model**

The historical cost of investment properties at 31 March 2020 is £18,195,822 (2019: £13,633,898).

**CITY AND COUNTRY PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*  
**YEAR ENDED 31 MARCH 2020**

**10. INVESTMENTS**

	Shares in group undertakings £	Loans to group undertakings £	Other investments other than loans £	Total £
<b>Cost</b>				
At 1 April 2019	3,328,836	65,100,203	4	<b>68,429,043</b>
Disposals	—	(62,746,810)	—	<b>(62,746,810)</b>
<b>At 31 March 2020</b>	<b>3,328,836</b>	<b>2,353,393</b>	<b>4</b>	<b>5,682,233</b>
<b>Impairment</b>				
At 1 April 2019 and 31 March 2020	—	—	—	—
<b>Carrying amount</b>				
At 31 March 2020	3,328,836	2,353,393	4	<b>5,682,233</b>
At 31 March 2019	3,328,836	65,100,203	4	<b>68,429,043</b>

**Subsidiaries, associates and other investments**

The company's subsidiary undertakings are all wholly owned, incorporated in the United Kingdom and registered in England and Wales (Registered office: Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR):

**Property Investment Companies**

Bampton Holdings Limited  
City and Country Properties (Camberley) Limited  
Kintsilk Investments Limited  
The Cromlech Property Co. Limited  
Chilon Investments Co Limited\*\*  
City and Country (Londonderry House) Limited\*\*  
City and Country Properties (Gillingham) Limited\*\*  
Coinorbit Limited\*\*  
The Bampton Property Group Limited\*  
Astral Estates (London) Limited\*  
Bampton (B&B) Limited\*  
Bampton (Redbridge) Limited\*  
Bampton Management Limited\* \*\*  
Ealux Limited\* \*\*  
Offerworld Limited\* \*\*

\* Indirectly owned.

\*\* Dormant

The company is exempt by virtue of section 400 of Companies Act 2006 from the requirement to prepare group financial statements as it is a wholly owned subsidiary of Daejan Holdings Limited, a company incorporated in the United Kingdom and registered in England and Wales. Group Financial Statements are prepared by the parent undertaking - Daejan Holdings Limited.



**CITY AND COUNTRY PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*  
**YEAR ENDED 31 MARCH 2020**

**11. DEBTORS**

	2020	2019
	£	£
Trade debtors	3,363,341	2,871,914
Amounts owed by group undertakings	132,843,676	85,810,641
Other debtors	1,268,742	1,231,807
	<u>137,475,759</u>	<u>89,914,362</u>
	=====	=====

All debtors are payable within one year or are payable on demand. Amounts owed by group undertakings are sterling loans with interest paid at the rate of 3.59% per annum (2019: 3.65% per annum).

**12. CREDITORS: amounts falling due within one year**

	2020	2019
	£	£
Trade creditors	4,137,940	2,469,608
Amounts owed to group undertakings	47,797,643	65,915,013
Corporation tax	1,448,779	5,289,120
Social security and other taxes	—	1,109
Obligations under finance leases and hire purchase contracts	212	—
Other creditors	2,378,141	1,693,493
	<u>55,762,715</u>	<u>75,368,343</u>
	=====	=====

All creditors are repayable within one year or are repayable on demand. Amounts owed to group undertakings are sterling loans with interest paid at the rate of 3.59% per annum (2019: 3.65% per annum).

**13. CREDITORS: amounts falling due after more than one year**

	2020	2019
	£	£
Obligations under finance leases and hire purchase contracts	93,098	—
	=====	=====

**14. FINANCE LEASES AND HIRE PURCHASE CONTRACTS**

The total future minimum lease payments under finance leases and hire purchase contracts are as follows:

	2020	2019
	£	£
Not later than 1 year	5,810	—
Later than 1 year and not later than 5 years	23,242	—
Later than 5 years	1,152,178	—
	<u>1,181,230</u>	—
Less: future finance charges	(1,087,920)	—
	<u>93,310</u>	—
	=====	=====

**CITY AND COUNTRY PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*

**YEAR ENDED 31 MARCH 2020**

**15. PROVISIONS FOR LIABILITIES & CHARGES**

	Deferred tax (note 16) £
At 1 April 2019	20,677,286
Charge for the year	6,313,942
<b>At 31 March 2020</b>	<b>26,991,228</b> =====

**16. DEFERRED TAX**

The deferred tax included in the balance sheet is as follows:

	2020 £	2019 £
Included in provisions for liabilities & charges (note 15)	26,991,228 =====	20,677,286 =====

The deferred tax account consists of the tax effect of timing differences in respect of:

	2020 £	2019 £
Revaluation of investment properties	26,991,228 =====	20,677,286 =====

**17. CALLED UP SHARE CAPITAL**

**Issued, called up and fully paid**

	2020		2019	
	No.	£	No.	£
Ordinary shares of £0.10 each	13,044,229 =====	1,304,423 =====	13,044,229 =====	1,304,423 =====

**18. CAPITAL AND RESERVES**

Called-up share capital represents the nominal value of shares that have been issued.

Share premium account represents the amount received for the issue of shares, above their nominal value.

Other reserves include prior retained profits arising from the disposal of the company's investment properties. Profits arising from the disposal of investment properties were not available for distribution as stipulated in the Articles of Association of the company, until this article was deleted under a Special Resolution.

Profit and loss account includes all other current and prior period retained profits and losses.

**CITY AND COUNTRY PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*  
**YEAR ENDED 31 MARCH 2020**

**19. OPERATING LEASES**

**As lessor**

The total future minimum lease payments receivable under non-cancellable operating leases are as follows:

	2020	2019
	£	£
Not later than 1 year	6,468,919	6,059,828
Later than 1 year and not later than 5 years	20,574,455	19,030,302
Later than 5 years	48,126,512	48,751,642
	<u>75,169,886</u>	<u>73,841,772</u>
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**20. CHARGES ON ASSETS AND GUARANTEES**

The company has given an unlimited guarantee in respect a bank facility granted to a subsidiary undertaking, The Bampton Property Group Limited, which at 31 March 2020 amounted to £nil (2019: £nil).

The company has charged investment properties with a market value of £10,327,875 (2019: £10,394,275) as part security for a bank loan facility granted to its ultimate parent undertaking, Daejan Holdings Limited, which at 31 March 2020 amounted to £30,050,695 (2019: £15,005,935).

The company has also charged investment properties with a market value of £6,117,000 (2019: £5,751,250) as part security for a bank loan facility granted to its fellow subsidiary undertaking, Daejan Retail Properties Limited, which at 31 March 2020 amounted to £72,827,299 (2019: £59,721,991).

**21. EVENTS AFTER THE END OF THE REPORTING PERIOD**

On 11 March 2020, the World Health Organization declared Covid-19 a pandemic. The Covid-19 pandemic is expected to severely affect the wider macro economy and the specific market the company and group operates in. Whilst the valuation of the investment property included in these financial statements reflects the impact of Covid-19 pandemic and associated lockdown at the year end, it is expected that subsequent to the year end, property valuations will decline further. It is accepted that current values are likely to be lower than those stated in the financial statements. The full financial effects on the valuation of the investment property cannot currently be quantified.

**CITY AND COUNTRY PROPERTIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS** *(continued)*  
**YEAR ENDED 31 MARCH 2020**

**22. RELATED PARTY TRANSACTIONS**

The majority of the day-to-day management of the company's property and its operations is carried out by Freshwater Property Management Limited ("FPM") and Highdorn Co. Limited ("Highdorn"). Mr BSE Freshwater is a director of, but has no beneficial interest in the share capital of either FPM or Highdorn.

Mr BSE Freshwater and Mr D Davis are also Trustees of the parent undertaking of FPM, but have no beneficial interest in that company.

Transactions with Highdorn during the year are disclosed in Note 6.

In their capacity as property managing agents, FPM collects rents and incurs direct property expenses on behalf of the company. During the year £491,612 (2019: £440,809), including VAT, was payable to FPM for these services which were charged for at normal commercial rates. The amount owing to FPM at 31 March 2020 for these services is £270,844 (2019: £215,224).

During the year £10,140 (2019: £8,700) including VAT, was also payable to Highdorn in respect of legal services for acquisition of properties which were charged for at normal commercial rates. The amount owing to Highdorn at 31 March 2020 for these legal services is £nil (2019: £4,620).

At 31 March 2020, £514 (2019: £nil) was due to FPM.

**23. PARENT COMPANY AND CONTROLLING PARTY**

The company is controlled by its immediate parent undertaking, Daejan (UK) Limited, a company registered in England and Wales.

The parent undertaking of the smallest and largest group of undertakings for which group financial statements are drawn up is Daejan Holdings Limited, a company registered in England and Wales.

Copies of financial statements of Daejan Holdings Limited can be obtained from the following address:

Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR.

The ultimate parent undertaking and controlling party is Daejan Holdings Limited.

**24. ACCOUNTING ESTIMATES AND JUDGEMENTS**

**i. Property valuations**

The valuation of the company's property portfolio is inherently subjective, depending on many factors, including the individual nature of each property, its location and expected future net rental values, market yields and comparable market transactions (as set out in Note 9). Therefore the valuations are subject to a degree of uncertainty and are made on the basis of assumptions which may not prove to be accurate, particularly in periods of difficult market or economic conditions. As noted in Note 3 above, all the company's properties are valued by external valuers with appropriate qualifications and experience.

**ii. Trade debtors**

Management uses details of the age of trade debtors and the status of any disputes together with external evidence of the credit status of the counterparty in making judgements concerning any need to impair the carrying values.