

REGISTERED NUMBER: 03139917 (England and Wales)

DUNLOP INTERNATIONAL HOLDINGS LIMITED

Directors' Report and

Financial Statements

for the Year Ended 31 December 2018



DUNLOP INTERNATIONAL HOLDINGS LIMITED

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for the year ended 31 December 2018**

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DUNLOP INTERNATIONAL HOLDINGS LIMITED

**Company Information
for the year ended 31 December 2018**

Directors: T Inabetsu
Y Watanabe
Y Doko

Secretary: T Shimizu

Registered office: Thorncroft Manor
Throncroft Drive
Leatherhead
Surrey
KT22 8JB

Registered number: 03139917

Auditor: KPMG LLP
Arlington Business Park
Theale
Reading
RG7 4SD

DUNLOP INTERNATIONAL HOLDINGS LIMITED

Directors' Report for the year ended 31 December 2018

The directors present their report with the financial statements of the company for the year ended 31 December 2018.

The company is dormant and has not traded during the year. However on 26 March 2019, the directors took the decision to cease trading. As the directors intend to liquidate the company following the settlement of the remaining net assets, they have not prepared the financial statements on a going concern basis. The effect of this is explained in note 2 to the financial statements.

Directors

The directors shown below have held office during the whole of the period from 1 January 2018 to the date of this report:

T Inabetsu

Y Watanabe

The following director was appointed since the year end:

Y Doko – appointed 1 July 2019

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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 if 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 judgements and accounting estimates that are reasonable and prudent;
- state whether the applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so. As explained in note 2 to the financial statements, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis.

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 such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Auditors

The auditors, KPMG LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

On behalf of the board:



Y Doko - Director
Thorncroft Manor
Thorncroft Drive
Dorking Road
Leatherhead
KT22 8JB

Date: 11.11.2019

**Independent Auditor's Report to the Members of
Dunlop International Holdings Limited**

Opinion

We have audited the financial statements of Dunlop International Holdings Limited ("the company") for the year ended 31st December 2018 which comprise the Income Statement, Balance Sheet and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31st December 2018 and of its result for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

Emphasis of matter – non-going concern basis of preparation

We draw attention to the disclosure made in note 2 to the financial statements which explains that the financial statements have not been prepared on the going concern basis for the reason set out in that note. Our opinion is not modified in respect of this matter.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

**Independent Auditor's Report to the Members of
Dunlop International Holdings Limited**

Directors' responsibilities

As explained more fully in their statement set out on page 2, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.

Terri Coughlan

Terri Coughlan (Senior Statutory Auditor)
for and on behalf of KPMG LLP
Chartered Accountants
Arlington Business Park
Theale
Reading
RG7 4SD

Date: 11 November 2019

DUNLOP INTERNATIONAL HOLDINGS LIMITED**Income Statement
for the year ended 31 December 2018**

		Year ended 31/12/18 £'000	Period 1/5/17 to 31/12/17 £'000
	Notes		
Turnover		-	-
Other operating income		<u>-</u>	<u>85</u>
Operating profit and Profit before taxation		-	85
Tax on profit		<u>-</u>	<u>-</u>
Profit for the financial year		<u><u>-</u></u>	<u><u>85</u></u>

The notes form part of these financial statements

DUNLOP INTERNATIONAL HOLDINGS LIMITED (REGISTERED NUMBER: 03139917)

**Balance Sheet
31 December 2018**

	Notes	£'000	2018 £'000	£'000	2017 £'000
Fixed assets					
Investments	4		-		6,912
Current assets					
Investments	4	6,912		-	
Debtors	5	<u>889</u>		<u>889</u>	
Net current assets			<u>7,801</u>		<u>889</u>
Total assets less current liabilities			<u>7,801</u>		<u>7,801</u>
Reserves					
Retained earnings			<u>7,801</u>		<u>7,801</u>
			<u>7,801</u>		<u>7,801</u>

The financial statements were approved by the Board of Directors on
on its behalf by:

11, 11, 2019..... and were signed


.....
Y Doko - Director

The notes form part of these financial statements

DUNLOP INTERNATIONAL HOLDINGS LIMITED

Notes to the Financial Statements for the year ended 31 December 2018

1. Statutory information

Dunlop International Holdings Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. Accounting policies

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The financial statements are prepared in Sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £'000.

Going concern

As part of a group reorganisation plan it has been decided that the Company would be liquidated in 2020. As such, the directors have concluded it is not appropriate to prepare the accounts on a going concern basis.

The directors reviewed the balance sheet as 31 December 2018 to consider if any assets are held at recoverable amounts. At that time, the directors considered that the values of the assets would be realised during 2019 and 2020 and as such no adjustments were made. No provisions have been made for the cost of closure as these are expected to be minimal. The directors considered the following items in particular:

- realisation and recovery of investment value;
- realisation of current asset; and
- requirement to make provision for any items arising as a result of the decision.

Fixed assets have been reclassified to current assets; no adjustment to carrying values has been made as noted above.

The company was dormant throughout the year ended 31 December 2018. However, reference to information relating to the period ended 31 December 2017 has been made where appropriate.

Investments in preference and ordinary shares

Investments in equity instruments are measured initially at fair value, which is normally the transaction price. Transaction costs are excluded if the investments are subsequently measured at fair value through profit and loss. Subsequent to initial recognition investments that can be measured reliably are measured at fair value with changes recognition in profit or loss. Other investments are measured at cost less impairment in profit or loss.

Investments in subsidiaries

These are separate financial statements of the company. Investments in subsidiaries are carried at cost less impairment.

3. Operating profit

The operating profit is stated after charging/(crediting):

	2018 £'000	2017 £'000
Foreign exchange differences	-	(85)
	<u> </u>	<u> </u>

The notes form part of these financial statements

DUNLOP INTERNATIONAL HOLDINGS LIMITED

Notes to the Financial Statements for the year ended 31 December 2018

4. Investments – held as current assets

	2018 £'000	2017 £'000
Shares in group undertakings	<u>6,912</u>	<u>6,912</u>

	Shares in group undertakings £000	Loans to group undertakings £000	Total £000
Cost or valuation			
At 1 January 2018	34,498	7,567	42,065
At 31 December 2018	34,498	7,567	42,065
Impairment			
At 1 January 2018	27,586	7,567	35,153
At 31 December 2018	27,586	7,567	35,153
Net Book value			
At 31 December 2018	6,912	-	6,912
At 31 December 2017	6,912	-	6,912

The notes form part of these financial statements

DUNLOP INTERNATIONAL HOLDINGS LIMITED

Notes to the Financial Statements for the year ended 31 December 2018

4. Investments held as current assets - continued

The company's investments at the Balance Sheet date in the share capital of companies include the following:

Dunlop International Hong Kong Limited

Registered office: 36/F, TOWER TWO, TIMES SQUARE, Hong Kong

Nature of business: The buying or manufacture and marketing of sports

%

Class of shares: holding

Ordinary 100.00

Dunlop Slazenger International SA

Registered office: 162 BLD MALESHERBES, Paris, France

Nature of business: The buying or manufacture and marketing of sports

%

Class of shares: holding

Ordinary 100.00

Dunlop Slazenger (Far East) Sdn Bhd

Registered office: LOT 558-A JALAN SUBANG 3, OFF PERSIARAN SUBANG, Malaysia

Nature of business: That of a holding company.

%

Class of shares: holding

Ordinary 100.00

Dunlop Slazenger (Philippines) Inc

Registered office: Mariveles, Bataan 2106, Bataan, Philippines

Nature of business: The buying or manufacture and marketing of sports

%

Class of shares: holding

Ordinary 100.00

5. Debtors: amounts falling due within one year

	2018	2017
	£'000	£'000
Amounts owed by group undertakings	<u>889</u>	<u>889</u>

Amounts owed by group undertakings are interest free, repayable on demand and no security is provided.

6. Ultimate parent party

The company considers Dunlop International Group Limited, incorporated in the United Kingdom, to be its immediate parent company, and Sumitomo Rubber Industries Limited to be its ultimate parent company.

The largest and smallest group in which the company is consolidated is Sumitomo Rubber Industries Limited. A copy of the accounts of Sumitomo Rubber Industries Limited can be obtained from 3-6-9 Wakinhama-cho, Chuo-ku, Kobe, Hyogo 651-0072 Japan.