MANOR OF GROVES LIMITED FINANCIAL STATEMENTS 31 JANUARY 2014



LB GROUP

Chartered Accountants & Statutory Auditor

1 Vicarage Lane
Stratford
London
E15 4HF

FINANCIAL STATEMENTS

YEAR ENDED 31 JANUARY 2014

CONTENTS	PAGES
Officers and professional advisers	1
Directors' report	2 to 3
Independent auditor's report to the shareholders	4 to 5
Profit and loss account	6
Group balance sheet	7
Balance sheet	8
Group cash flow	9
Notes to the financial statements	10 to 18

MANOR OF GROVES LIMITED OFFICERS AND PROFESSIONAL ADVISERS

The board of directors

S B S Hung

M E Hung

Company secretary

M E Hung

Registered office

High Wych
Sawbridgeworth
Hertfordshire

CM21 0JU

Auditor

LB Group

Chartered Accountants & Statutory Auditor 1 Vicarage Lane

Stratford London E15 4HF

DIRECTORS' REPORT

YEAR ENDED 31 JANUARY 2014

The directors present their report and the financial statements of the group for the year ended 31 January 2014.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company in the year under review were those of operation of a hotel, including conference and banqueting facilities and golf course.

The directors are pleased to report a further increase in profits for the group for the year ended 31 January 2014.

RESULTS AND DIVIDENDS

The profit for the year amounted to £649,425. The directors have not recommended a dividend.

DIRECTORS

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

S B S Hung M E Hung

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group for that year.

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;
prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group 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 group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DIRECTORS' REPORT (continued)

YEAR ENDED 31 JANUARY 2014

AUDITOR

LB Group are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

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

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

Registered office: High Wych Sawbridgeworth Hertfordshire CM21 0JU Signed by order of the directors

M E HUNG

Company Secretary

Approved by the directors on 23/10/14

-

MANOR OF GROVES LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF MANOR OF GROVES LIMITED

YEAR ENDED 31 JANUARY 2014

We have audited the group and parent company financial statements ("the financial statements") of Manor of Groves Limited for the year ended 31 January 2014. 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).

This report is made solely to the company's shareholders, as a body, in accordance with Sections 495 and 496 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' Responsibilities Statement 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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report 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 FINANCIAL STATEMENTS

In our opinion the financial statements:

give a true and fair view of the state of the group's and parent company's affairs as at 31 January 2014 and of the group's profit 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 year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF MANOR OF GROVES LIMITED (continued)

YEAR ENDED 31 JANUARY 2014

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 b	been	kept	by	the	parent	company,	or	returns
adequate	for our audit	have no	t beer	rece	eived t	from	braı	nche	es not v	isited by u	s; o	r

- the parent company 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report.

M MIDDLETON (Senior Statutory

Auditor)

For and on behalf of

LB GROUP

Chartered Accountants

& Statutory Auditor

1 Vicarage Lane Stratford London E15 4HF

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 JANUARY 2014

	Note	2014 £	2013 £
GROUP TURNOVER	2	10,864,190	10,468,579
Cost of sales		6,021,671	5,823,675
GROSS PROFIT		4,842,519	4,644,904
Administrative expenses		4,193,405	4,386,753
OPERATING PROFIT	3	649,114	258,151
Interest receivable		311	322
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		649,425	258,473
Tax on profit on ordinary activities		-	-
PROFIT FOR THE FINANCIAL YEAR	5	649,425	258,473

All of the activities of the group are classed as continuing.

The group has no recognised gains or losses other than the results for the year as set out above.

The company has taken advantage of section 408 of the Companies Act 2006 not to publish its own Profit and Loss Account.

GROUP BALANCE SHEET

31 JANUARY 2014

		201	14	2013	
FIXED ASSETS	Note	£	£	£	
Intangible assets	6		_	_	
Tangible assets	7		1,193,303	1,358,226	
			1,193,303	1,358,226	
CURRENT ASSETS					
Stocks	9	151,748		150,151	
Debtors Cash at bank and in hand	10	1,909,093 381,361		876,057 588,079	
		2,442,202		1,614,287	
CREDITORS: Amounts falling due within one year	11	2,759,069		2,645,502	
NET CURRENT LIABILITIES			(316,867)	(1,031,215)	
TOTAL ASSETS LESS CURRENT LIABILITIES	3		876,436	327,011	
CAPITAL AND RESERVES					
Called-up share capital	14		760,002	860,002	
Profit and loss account	15		116,434	(532,991)	
SHAREHOLDERS' FUNDS	16		876,436	327,011	

These accounts were approved by the directors and authorised for issue on 13/10/11/2, and are signed on their behalf by:

SBSHING

BALANCE SHEET

31 JANUARY 2014

		201	4	2013	
FIXED ASSETS	Note	£	£	£	
Tangible assets Investments	7 8		347,468 2	342,431 2	
			347,470	342,433	
CURRENT ASSETS					
Stocks Debtors Cash at bank and in hand	9 10	78,702 836,145 80,437		76,900 477,111 113,181	
CREDITORS: Amounts falling due within one year	€ 11	995,284 512,868		667,192 549,073	
NET CURRENT ASSETS			482,416	118,119	
TOTAL ASSETS LESS CURRENT LIABILITIE	S		829,886	460,552	
CAPITAL AND RESERVES					
Called-up share capital Profit and loss account	14 15	·	760,002 69,884	860,002 (399,450)	
SHAREHOLDERS' FUNDS			829,886	460,552	

These accounts were approved by the directors and authorised for issue on 23/10/14, and are signed on their behalf by:

SBSHUNG

Company Registration Number: 03210984

GROUP CASH FLOW

YEAR ENDED 31 JANUARY 2014

		2014		2013
	Note	£	£	£
NET CASH INFLOW FROM OPERATING ACTIVITIES	17		22,308	284,793
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	17		311	322
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT	17		(129,337)	(156,177)
CASH (OUTFLOW)/INFLOW BEFORE FINAN	CING		(106,718)	128,938
FINANCING	17		(100,000)	(10,575)
(DECREASE)/INCREASE IN CASH	17		(206,718)	118,363

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 JANUARY 2014

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and all group undertakings. These are adjusted, where appropriate, to conform to group accounting policies. The results of companies acquired or disposed of are included in the profit and loss account after or up to the date that control passes respectively. As a consolidated profit and loss account is published, a separate profit and loss account for the parent company is omitted from the group financial statements by virtue of section 408 of the Companies Act 2006.

Turnover:

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Goodwill

- in year of purchase

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Plant & Machinery - 20% reducing balance
Computer equipment - 33% reducing balance
Motor Vehicles - 20% reducing balance
Hotel, gym and kitchen equipment - 20% reducing balance
Golf club equipment - 20% reducing balance

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 JANUARY 2014

1. ACCOUNTING POLICIES (continued)

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

2. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the group.

An analysis of turnover is given below:

	United Kingdom	2014 £ 10,864,190	2013 £ 10,468,579
3.	OPERATING PROFIT		
	Operating profit is stated after charging:		
		2014 £	2013 £
	Directors' remuneration	· -	_
	Depreciation of owned fixed assets	294,260	339,109
٠	Auditor's remuneration - as auditor	17,070	13,500
	Operating lease costs: - Other	1,950,000	1,950,000

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 JANUARY 2014

4. PARTICULARS OF EMPLOYEES

The average number of staff employed by the group during the financial year amounted to:

	2014 No	2013 No
Number of administrative staff	159	160
Number of management staff	12	10
	171	170
The aggregate payroll costs of the above were:		
	2014 £	2013 £
Wages and salaries	3,408,629	3,312,263
Social security costs	206,507	207,575
	3,615,136	3,519,838

5. PROFIT ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

The profit dealt with in the financial statements of the parent company was £469,334 (2013 - £95,182).

6. INTANGIBLE FIXED ASSETS

Group	Goodwill £
COST At 1 February 2013 and 31 January 2014	310,000
AMORTISATION At 1 February 2013 and 31 January 2014	310,000
NET BOOK VALUE At 31 January 2014	_
At 31 January 2013	

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 JANUARY 2014

7. TANGIBLE FIXED ASSETS

Group	Plant & Machinery	Computer equipment	Motor Vehicles	Equipment	Golf Club	
	£	£	£	£	£	£
COST	4 454 500	220 205	40.250	0.050.000	246 200	4 OCE 462
At 1 Feb 2013 Additions	1,451,529 35,007	336,295 11,013	10,350 -	2,050,609 83,317	216,380 -	4,065,163 129,337
At 31 Jan 2014	1,486,536	347,308	10,350	2,133,926	216,380	4,194,500
DEPRECIATION	d					
At 1 Feb 2013 Charge for the	494,057	290,704	3,726	1,725,332	193,118	2,706,937
year	196,174	15,069	1,325	77,040	4,652	294,260
At 31 Jan 2014	690,231	305,773	5,051	1,802,372	197,770	3,001,197
NET BOOK VALUE						
At 31 Jan 2014	796,305	41,535	5,299	331,554	18,610	1,193,303
At 31 Jan 2013	957,472	45,591	6,624	325,277	23,262	1,358,226
Company		Con	nputer	(Golf Club	
		equi	pment Eq	juipment Ed	quipment £	Total £
COST			£	r.	L	L
At 1 February 20 Additions	013	3	09,795 1 7,863	,965,593 76,902	216,380 -	2,491,768 84,765
At 31 January 2	2014	3	17,658 2	2,042,495	216,380	2,576,533
DEPRECIATION	d					
At 1 February 20		2	77,676 1	,678,543	193,118	2,149,337
Charge for the y	ear		11,797	63,279	4,652	79,728
At 31 January 2	2014	2	89,473 1	,741,822	197,770	2,229,065
NET BOOK VAL	NET BOOK VALUE					
At 31 January 2	2014		28,185	300,673	18,610	347,468
At 31 January 20	013		32,119	287,050	23,262	342,431

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 JANUARY 2014

8. INVESTMENTS

Company	Group companies £
COST At 1 February 2013 and 31 January 2014	2
NET BOOK VALUE At 31 January 2014 and 31 January 2013	2

The company owns 100% of the Ordinary Share Capital of Shendish Hotel Limited and Regency Park Hotel Limited, both companies registered in England and Wales.

The principal activity of Shendish Hotel Limited is the operation of a hotel, including conference and banqueting facilities and golf course.

Shendish Hotel Limited made a loss of £135 (2013: loss of £16,522) for the year to 31 January 2014 and the balance sheet showed net assets of £44,379 (2013: £44,514).

The principal activity of Regency Park Hotel Limited is the operation of a hotel, including conference and banqueting facilities.

Regency Park Hotel Limited made a profit of £180,226 (2013: £179,813) for the year ended 31 January 2014 and the balance sheet showed net assets of £2,173 (2013: net liabilities of £178,053).

9. STOCKS

		Group		Company	
		2014 £	2013 £	2014 £	2013 £
	Stock	151,748	150,151	78,702	76,900
10.	DEBTORS				
		Grou	ıp	Comp	any
		2014 £	2013 £	2014 £	2013 £
	Trade debtors Amounts owed by group	270,612	249,056	83,912	75,294
	undertakings	-	_	525,203	252
	VAT recoverable	55,193	_	_	_
	Other debtors	1,433,545	462,127	166,762	337,044
	Prepayments and accrued income	149,743	164,874	60,268	64,521
		1,909,093	876,057	836,145	477,111

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 JANUARY 2014

11. CREDITORS: Amounts falling due within one year

	Group		Company	
	2014 £	2013 £	2014 £	2013 £
Trade creditors	302,219	284,876	132,069	125,686
Amounts owed to group undertakings	_	_	-	2,732
Directors' loan accounts	4,184	2,889	_	_
Other creditors including taxation ar	nd social secu	rity:		
Other taxation and social security	57,485	288,339	84,660	97,108
Other creditors	2,257,795	1,956,161	231,269	273,774
Accruals and deferred income	137,386	113,237	64,870	49,773
•	2,759,069	2,645,502	512,868	549,073

12. COMMITMENTS UNDER OPERATING LEASES

At 31 January 2014 the group had annual commitments under non-cancellable operating leases as set out below.

Group	Land and b	Land and buildings		
•	2014	2013		
	£	£		
Operating leases which expire:				
After more than 5 years	1,950,000	1,950,000		

At 31 January 2014 the company had annual commitments under non-cancellable operating leases as set out below.

Company	Land and buildings		
• •	2014	2013	
	£	£	
Operating leases which expire:			
After more than 5 years	1,400,000	1,400,000	

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 JANUARY 2014

13. RELATED PARTY TRANSACTIONS

The company was under the joint control of Mr S B S and Mrs M E Hung throughout the current and previous year.

Mr S B S Hung acts as guarantor of the property leases, in that he has indemnified the lessor against all losses as a result of any failure by Manor of Groves Limited, Shendish Hotel Limited and Regency Park Hotel Limited to comply with the terms of the lease.

The group of companies owed Mr S B S Hung £4,184 (2013: £2,889) at the year end. This amount was unsecured and interest free.

Mr S B S Hung owns 100% of the issued share capital of Regency Homes Limited, a company registered in England and Wales.

The group of companies was owed £1,168,235 (2013: £223,562) by Regency Homes Limited at the year end.

14. SHARE CAPITAL

Allotted, called up and fully paid:

	2014		2013	
	No	£	No	£
Ordinary shares of £1 each Preference shares (2013 -	2	2	2	2
860,000) of £1 each	760,000	760,000	860,000	860,000
	760,002	760,002 ————	860,002	860,002

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 JANUARY 2014

15. RESERVES

Group	Profit and
	loss account £
Balance brought forward Profit for the year	(532,991) 649,425
Balance carried forward	116,434
Company	Profit and loss account
Balance brought forward Profit for the year	(399,450) 469,334
Balance carried forward	69,884

16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2014	2013
	£	£
Profit for the financial year	649,425	258,473
Preference shares redeemed in the year	(100,000)	-
Opening shareholders' funds	327,011	68,538
Closing shareholders' funds	876,436	327,011
-		=======================================

17. NOTES TO THE CASH FLOW STATEMENT

RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2014	2013
	£	£
Operating profit	649,114	258,151
Depreciation	294,260	339,109
Increase in stocks	(1,597)	(81,253)
Increase in debtors	(1,033,036)	(406,513)
Increase in creditors	113,567	325,984
Net cash inflow from operating activities	22,308	435,478

RETURNS ON INVESTMENTS AND SERVICING OF FINANCE

	2014	2013
	£	£
Interest received	311	322
Net cash inflow from returns on investments and servicing of		
finance	311	322
		===

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 JANUARY 2014

17. NOTES TO THE CASH FLOW STATEMENT (continued)

CAPITAL EXPENDITURE		2014	2013
Payments to acquire tangible fixed assets		£ (129,337)	£ (156,177)
•	•	(129,337)	(156,177)
Net cash outflow from capital expenditure		(129,337)	(130, 177)
FINANCING			
		2014	2013
		£	£
Redemption of equity share capital		(100,000)	
Net cash outflow from financing		(100,000) ———	
RECONCILIATION OF NET CASH FLOW TO	MOVEMENT IN	NET FUNDS	
	201		2013
(Decrease)/increase in cash in the period	£ (206,718)	£	£ 279,623
	<u></u>	(206,718)	279,623
Change in net funds		(206,718)	279,623
Net funds at 1 February 2013		588,079	352,218
Net funds at 31 January 2014		381,361	588,079
ANALYSIS OF CHANGES IN NET FUNDS			
	At 1 Feb 2013(£	Cash flows £	At 31 Jan 2014 £
Net cash:	E00 070	(20E 740)	204 264
Cash in hand and at bank	588,079	(206,718)	381,361
Net funds	588,079	(206,718)	381,361

18. ULTIMATE CONTROLLING PARTY

The ultimate controlling parties are Mr S B S Hung and Mrs M E Hung.