DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

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COMPANY INFORMATION

Directors

Teo Kok Woon

Teo Cheng Woon

Company secretary

Tan Shang Teow

Company number

03405105

Registered office

47 Lillie Road London SW6 1UD

Auditor

BDO LLP

Farnngdon Place 20 Farringdon Road

London EC1M 3AP

Bankers

National Westminster Bank Pic

9th Floor 280 Bishopsgate

London EC2M 4RB

Solicitors

Baker & McKenzie

100 New Bridge Street

London EC4V 6JA

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

The directors present their report and the financial statements for the year ended 31 December 2012

Principal activities

The principal activity of the company during the year was that of hotel operators

Business review, performance measure and future developments

The company has continued to operate a hotel in London and the directors report that turnover has increased by 15% over the past year. The directors consider the results of the year to be satisfactory. Apart from the settling and monitoring of budgets, other key performance indicators include hotel occupancy, average achieved room rates and profits margins.

The hotel is operating in a competitive market environment and is subject to business risks facing other hoteliers in London. The company's key risks identified by the directors are the general economy, attractiveness of the UK as a visitor location, its competitiveness against its main rivals and the maintenance of high standards including complying with all laws and regulations.

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The company will continue to maintain the hotel's high standards to maintain its trading levels

Results

The profit for the year, after taxation, amounted to £671,877 (2011 - loss £542,378)

Directors

The directors who served during the year were

Teo Kok Woon Teo Cheng Woon

Financial instruments

The company does not actively use financial instruments as part of its financial risk management. It is exposed to the usual credit risk and cash flow risk associated with selling on credit and manages this through credit control procedures. The nature of its financial instruments means that they are not subject to price risk or liquidity risk.

Provision of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

Auditor

 ${\sf PKF} \; ({\sf UK}) \; {\sf LLP} \; {\sf have} \; {\sf merged} \; {\sf their} \; {\sf business} \; {\sf into} \; {\sf BDO} \; {\sf LLP} \; {\sf and} \; {\sf accordingly} \; {\sf have} \; {\sf signed} \; {\sf their} \; {\sf auditor's} \; {\sf report} \; {\sf into} \; {\sf the} \; {\sf name} \; {\sf of} \; {\sf the} \; {\sf merged} \; {\sf firm} \; {\sf into} \; {\sf conditions} \; {\sf into} \; {\sf conditions} \; {\sf into} \; {\sf conditions} \; {\sf conditions} \; {\sf into} \; {\sf conditions} \; {\sf$

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

This region was approved by the board on 1 th Cluy 4) the Long

and signed on its behalf

Γeφ K∳k Woon

Director

DIRECTORS' RESPONSIBILITIES STATEMENT

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 of the profit or loss of the company for that period

In preparing these financial statements the directors are required to

- select suitable accounting policies and 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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions, to disclose with reasonable accuracy at any time the financial position of the company and to 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COCKPIT HOTEL (LONDON) LIMITED

We have audited the financial statements of Cockpit Hotel (London) Limited for the year ended 31 December 2012 which comprise the profit and loss account, the balance sheet and the cash flow statement and the related notes. 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 members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditor

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

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www frc org uk/auditscopeukprivate

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its 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

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Nick Whitaker (senior statutory auditor)

for and on behalf of BDO LLP, statutory auditor

BDO LL1.

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012

	Note	2012 £	2011 £
TURNOVER	1	14,253,361	12,289,514
Cost of sales		(851,407)	(739,355)
GROSS PROFIT		13,401,954	11,550,159
Administrative expenses		(12,877,002)	(11,862,920)
Exceptional administrative expenses		-	(306,825)
Total administrative expenses	_	(12,877,002)	(12,169,745)
Other operating income	3	72,942	76,959
OPERATING PROFIT/(LOSS)	4	597,894	(542,627)
Interest receivable and similar income	7	345	249
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		598,239	(542,378)
Tax on profit/(loss) on ordinary activities	8	73,638	(5 .2,6 . 6)
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	16	671,877	(542,378)

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the profit and loss account

The notes on pages 8 to 15 form part of these financial statements

COCKPIT HOTEL (LONDON) LIMITED REGISTERED NUMBER 03405105

BALANCE SHEET AS AT 31 DECEMBER 2012

	Note	£	2012 £	£	2011 £
FIXED ASSETS					
Intangible assets	9		4		4
Tangible assets	10		1,061,457		1,154,456
			1,061,461		1,154,460
CURRENT ASSETS					
Stocks	11	21,873		21,688	
Debtors	12	2,167,502		1,204,005	
Cash at bank and in hand		576,913		996,221	
		2,766,288		2,221,914	
CREDITORS: amounts falling due within one year	13	(1,726,319)		(1,946,821)	
NET CURRENT ASSETS			1,039,969		275,093
TOTAL ASSETS LESS CURRENT LIABILIT	IES		2,101,430		1,429,553
CREDITORS, amounts falling due after more than one year	14		(8,525,079)		(8,525,079)
NET LIABILITIES			(6,423,649)		(7,095,526)
CAPITAL AND RESERVES					
Called up share capital	15		1,000,000		1,000,000
Profit and loss account	16		(7,423,649)		(8,095,526)
SHAREHOLDERS' DEFICIT	17		(6,423,649)		(7,095,526)

The firmancial statements were approved and authorised for issue by the board and were signed on its behalf on

Feo Kok Woon

Director

The notes on pages 8 to 15 form part of these financial statements

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2012

	Note	2012 £	2011 £
Net cash flow from operating activities	18	(270,835)	201,597
Returns on investments and servicing of finance	19	345	249
Capital expenditure and financial investment	19	(148,818)	(106,247)
CASH (OUTFLOW)/INFLOW BEFORE FINANCING		(419,308)	95,599
Financing	19	-	300,000
(DECREASE)/INCREASE IN CASH IN THE YEAR		(419,308)	395,599

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT FOR THE YEAR ENDED 31 DECEMBER 2012

	2012 £	2011 £
(Decrease)/Increase in cash in the year	(419,308)	395,599
Cash inflow from increase in debt and lease financing		(300,000)
MOVEMENT IN NET DEBT IN THE YEAR	(419,308)	95,599
Net debt at 1 January 2012	(7,528,858)	(7,624,457)
NET DEBT AT 31 DECEMBER 2012	(7,948,166)	(7,528,858)

The notes on pages 8 to 15 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

1 ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

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

The balance sheet shows that liabilities exceed assets by £6,423,649 Tambusu Holdings Limited has indicated its willingness to provide support to the company for the foreseeable future, being a period of at least 12 months from the date of authorisation of these financial statements and has confirmed to the company that it will not seek repayment of the amount due to it of £8,525,079 before, at the earliest, 1 January 2014

The company made a profit before tax for the financial year of £598,239 (2011 loss before tax £542,378)

Taking the above matters into account the directors are of the view that the company will be able to meet its liabilities as they fall due over the 12 months from the date of authorisation of these financial statements. Accordingly, the financial statements have been prepared on the going concern basis.

12 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts

1.3 Intangible fixed assets and amortisation

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to the Profit and loss account over its estimated economic life.

1 4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases.

Furniture, fittings and equipment - 5-33% straight line

15 Operating leases

Rentals under operating leases are charged to the Profit and loss account on a straight line basis over the lease term

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate

16 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

1. ACCOUNTING POLICIES (continued)

17 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction

Exchange gains and losses are recognised in the Profit and loss account

2. TURNOVER

The whole of the turnover is attributable to one class of business

All turnover arose within the United Kingdom

3 OTHER OPERATING INCOME

		2012 £	2011 £
	Other operating income	72,942 ————	76,959
4.	OPERATING PROFIT/(LOSS)		
	The operating profit/(loss) is stated after charging/(crediting)		
		2012 £	2011 £
	Depreciation of tangible fixed assets - owned by the company Operating lease rentals.	238,491	363,579
	- other operating leases Difference on foreign exchange Exceptional items	4,977,884 (103) -	4,901,594 1,187 306,825
	During the year, no director received any emoluments (2011 - £NIL)		
	Exceptional items in 2011 related to asbestos removal costs		
5	AUDITOR'S REMUNERATION		
		2012 £	2011 £
	Fees payable to the company's auditor and its associates for the audit of the company's annual accounts	16,750	16,100

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

6. STAFF COSTS

Staff costs were as follows

	Stati costs were as tollows		
		2012 £	2011 £
	Wages and salaries Social security costs	1,913,779 159,372	1,698,989 144,327
		2,073,151	1,843,316
	The average monthly number of employees, excluding the director	s, dunng the year was a	as follows
		2012 No.	2011 No
	Operational Administrative	97 8	95 8
		105	103
7.	INTEREST RECEIVABLE		
		2012 £	2011 £
	Other interest receivable	345	249

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

8 TAXATION

	2012	2011
	£	£
Adjustments in respect of prior periods	(73,638)	-
Tax on profit/loss on ordinary activities	(73,638)	
•		

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2011 - higher than) the standard rate of corporation tax in the UK of 24 5% (2011 - 26 5%) The differences are explained below

	2012 £	2011 £
Profit/loss on ordinary activities before tax	598,239	(542,378)
Profit/loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 24 5% (2011 - 26 5%)	146,569	(143,730)
Effects of		
Expenses not deductible for tax purposes	57,710	28,055
Capital allowances for year in excess of depreciation	(30,406)	(15,184)
Tax losses carned forward	1,513	130,859
Tax losses brought forward	(175,386)	· •
Adjustments to tax charge in respect of pnor periods	(73,638)	-
Current tax (credit)/charge for the year (see note above)	(73,638)	-

Factors that may affect future tax charges

There were no factors that may affect future tax charges

The company has trading losses of approximately £2,600,000 (2011 £3,600,000) that are available for offset against future trading profits under current legislation. The potential deferred taxation asset of approximately £760,000 (2011 £980,000) relating to trading losses and timing differences between capital allowances and depreciation has not been recognised as the recoverability of the asset is not sufficiently certain.

9. INTANGIBLE FIXED ASSETS

	Goodwill
	£
Cost	
At 1 January 2012 and 31 December 2012	4
Net book value	
At 31 December 2012	4
At 31 December 2011	4
	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

10. TANGIBLE FIXED ASSETS

			Furniture, fittings and equipment £
	Cost		
	At 1 January 2012 Additions Disposals		11,077,925 148,818 (1 0 2,398)
	At 31 December 2012		11,124,345
	Depreciation		
	At 1 January 2012 Charge for the year On disposals		9,923,469 238,491 (99,072)
	At 31 December 2012		10,062,888
	Net book value		
	At 31 December 2012		1,061,457
	At 31 December 2011		1,154,456
11	STOCKS		
		2012	2011
	Food and beverage	£ 21,873	£ 21,688
12	DEBTORS		
		2012 £	2011 £
	Trade debtors	451,142	377,370
	Amounts owed by group undertakings	1,147,071	574,051
	Other debtors Prepayments and accrued income	119,898 449,391	49,777 202,807
	тераутель али асмией полне	449,391	ZUZ,8U/
		2,167,502	1,204,005

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

13.	CREDITORS Amounts falling due within one year		
		2012	2011
		£	£
	Trade creditors	372,242	303,989
	Social security and other taxes	254,951	300,001
	Other creditors Accruals and deferred income	12,586 1,086,540	5,037
	Accides and deterred income	1,000,340	1,337,794
		1,726,319	1,946,821
	•		
14.	CREDITORS Amounts falling due after more than one year		
		2012	2011
		£	£
	Amounts owed to group undertakings	8,5 25,079	8,525,079
	•		
15	SHARE CAPITAL		
		2012	2011
		£	£
	Allotted, called up and fully paid		
	1,000,000 Ordinary Shares shares of £1 each	1,000,000	1,000,000
	•		
16.	RESERVES		
			Profit and
			loss account
			£
	At 1 January 2012		(8,095,526)
	Profit for the year		671,877
	Was B. J. Assa		(7, 422, C40)
	At 31 December 2012		(7,423,649)
17	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' DEFICIT		
		2012	2011
		£	£
	Opening shareholders' deficit	(7,095,526)	(6,553,148)
	Profit/(loss) for the year	671,877	(542,378) —————
	Closing shareholders' deficit	(6,423,649)	(7,095,526)
	ordering directions defined		() = = () = ()

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

18. NET CASH FLOW FROM OPERATING ACTIVITIES

10.	HET CASTILLOW I ROM OF EIGHT	TO NOTIVITIES					
				2012	2011		
				£	£		
	On a water or municipal/factors						
	Operating profit/(loss)			597,894	(542,627)		
	Depreciation of tangible fixed assets Loss on disposal of tangible fixed ass	oto		238,491	363,580		
		eis		3,326	1,934		
	(Increase)/decrease in stocks Increase in debtors			(185) (889,859)	3,279		
	(Decrease)/increase in creditors				(303,199)		
	(Decrease)/increase in creditors		_	(220,502)	678,630		
	Net cash (outflow)/inflow from ope	rating activities	=	(270,835)	201,597		
19	ANALYSIS OF CASH FLOWS FOR I	JEADINGS NET	TED IN CARL EI	OW STATEMENT	-		
19	ANALISIS OF CASH FLOWS FOR I	HEADINGS NET	ED IN CASH FL				
				2012	2011		
				£	£		
	Returns on investments and service						
	Interest received			345	249		
			:				
				2012	201 1		
				£	£		
	Capital expenditure and financial investment						
	_	/4.40 D.4.D\	(100.047)				
	Purchase of tangible fixed assets		=	(148,818) 	(106,247)		
				2040	2044		
				2012	2011		
	Einanoina			£	£		
	Financing						
	New loans from group undertakings			-	300,000		
			;				
20	ANALYSIS OF CHANGES IN NET DEBT						
				Other			
				non-cash			
		1 January	Cash flow	changes	31 December		
		2012			2012		
		£	£	£	£		
	Cash at bank and in hand Debts falling due after more than one year	996,221	(419,308)	-	576,913		
		1 to 10 to 1			(A MAE AMA)		
		(8,525,079)		-	(8,525,079)		
	Net debt	(7,528,858)	(419,308)		(7,948,166)		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

21 CAPITAL COMMITMENTS

At 31 December 2012 the company had capital commitments as follows		
	2012	2011
	£	£

Contracted for but not provided in these financial statements 37,000

22 OTHER COMMITMENTS

At 31 December 2012 the company had annual commitments under non-cancellable operating leases as follows

	Land	Land and buildings	
	2012	2011	
	£	£	
Expiry date:			
Within 1 year	120,000	120,000	
After more than 5 years	5,100,000	5,100,000	

23 RELATED PARTY TRANSACTIONS

The following are related party transactions by virtue of the other party to the transaction being in the same group. No amounts due from any related parties have been written off during the year.

Tambusu Holdings Limited has provided an interest free loan to the company with the balance outstanding at the year end was £8,525,079 (2011 £8,525,079). There were no transactions in the year

The company leases the hotel property from Lillie Investments Limited, a fellow group undertaking During the year the company was charged rent of £4,857,884 (2011 £4,781,594) by Lillie Investments Limited. The year end balance due from Lillie Investments Limited was £719,741 (2011 £309,031) Other movements in this balance represented net loans to Lillie Investments Limited.

The company leases the land adjacent to the hotel from Favor Well Limited, a fellow group undertaking. The rent charged and paid during the year was £120,000 (2011 £120,000) The year end balance due from Favor Well Limited was £175,366 (2011 £113,247)

The company also loaned £17,210 (2011 £nil) to Goodearth Hotels Limited, a fellow group undertaking The year end balance due from Goodearth Hotels Limited was £17,210 (2011 £nil)

The company also loaned £82,983 (2011 £151,772) to Kozan Investments Limited, a fellow group undertaking. The year end balance due from Kozan Investments Limited was £234,755 (2011 £151,772)

24 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate and ultimate parent undertaking are Tambusu Holdings Limited (incorporate in the British Virgin Islands) and Tambusu Group Holdings Limited (incorporated in the Cayman Islands) respectively

Mr Teo Kok Woon is the ultimate controlling party.