# **COMPANY REGISTRATION NUMBER: 04317407**

# HAMPTON INVESTMENT PROPERTIES LIMITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019



# FINANCIAL STATEMENTS

# YEAR ENDED 31 DECEMBER 2019

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# OFFICERS AND PROFESSIONAL ADVISERS

The board of directors J Whittingham

C H B Mills

C J Hart (Appointed 6 November 2019) C P H Mills (Appointed 6 November 2019) J S Arthur (Resigned 5 February 2019)

Company secretary Derringtons Limited

Registered office 6 Stratton Street

Mayfair London W1J 8LD

Auditor BSG Valentine (UK) LLP

Chartered Accountants & Statutory Auditor

Lynton House

7 - 12 Tavistock Square

London WC1H 9BQ

#### **DIRECTORS' REPORT**

#### YEAR ENDED 31 DECEMBER 2019

The directors present their report and the financial statements of the company for the year ended 31 December 2019.

#### Directors

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

J Whittingham C H B Mills C J Hart

C J Hart (Appointed 6 November 2019)
C P H Mills (Appointed 6 November 2019)
J S Arthur (Resigned 5 February 2019)

#### 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 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 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.

#### 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.

#### **Small company provisions**

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

# DIRECTORS' REPORT (continued)

# YEAR ENDED 31 DECEMBER 2019

C J Hart Director

Registered office: 6 Stratton Street Mayfair

Christopher Hart

London WIJ 8LD

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HAMPTON INVESTMENT PROPERTIES LIMITED

#### YEAR ENDED 31 DECEMBER 2019

#### Opinion

We have audited the financial statements of Hampton Investment Properties Limited (the 'company') for the year ended 31 December 2019 which comprise the statement of income and retained earnings, statement of financial position, statement of cash flows 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 December 2019 and of its loss 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.

#### Material uncertainty related to going concern

We draw your attention to note 3 in the financial statements which indicates that it is the current intention of the directors of the company to realise the company's assets and to settle its liabilities, and to then proceed with a voluntary dissolution. The timing of this process is uncertain. As stated in note 3, these events or conditions, along with the other matters as set forth in note 3, indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

#### 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.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HAMPTON INVESTMENT PROPERTIES LIMITED (continued)

#### YEAR ENDED 31 DECEMBER 2019

#### 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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has 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 directors' report.

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

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

# 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.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HAMPTON INVESTMENT PROPERTIES LIMITED (continued)

#### YEAR ENDED 31 DECEMBER 2019

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

#### 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.

BSG Valetne UK LLP

Luke Richardson BSc FCA (Senior Statutory Auditor)

For and on behalf of BSG Valentine (UK) LLP Chartered Accountants & Statutory Auditor Lynton House 7 - 12 Tavistock Square London WC1H 9BQ

29th January 2021.

# STATEMENT OF INCOME AND RETAINED EARNINGS

# YEAR ENDED 31 DECEMBER 2019

N	2019	2018
TURNOVER Note		£ 36,616
Cost of sales	(140,127)	(100,843)
GROSS LOSS	(140,127)	(64,227)
Administrative expenses Other operating income 6	(54,621) 17,640	(79,593) -
OPERATING LOSS 7	(177,108)	(143,820)
Other interest receivable and similar income	782	423
LOSS BEFORE TAXATION	(176,326)	(143,397)
Tax on loss 10	<u> </u>	
LOSS FOR THE FINANCIAL YEAR AND TOTAL COMPREHENSIVE INCOME	(176,326)	(143,397)
RETAINED LOSSES AT THE START OF THE YEAR	(6,923,539)	(6,780,142)
RETAINED LOSSES AT THE END OF THE YEAR	(7,099,865)	(6,923,539)

All the activities of the company are from continuing operations.

# STATEMENT OF FINANCIAL POSITION

# **31 DECEMBER 2019**

		201	9.	2018	<b>3</b> .
	Note	£	£	£	£
FIXED ASSETS					
Investments	11		_		7,316,733
CURRENT ASSETS					
Stocks	12	1,075,000		1,200,000	
Debtors	13	14,356,153		14,336,846	
Investments	14	7.250,000		•••	
Cash at bank and in hand		10,500		10,500	
		22,691,653		15,547,346	
CREDITORS: amounts falling due within one year	15	(10,480,550)		(10,476,650)	
NET CURRENT ASSETS			12,211,103	-	5,070,696
TOTAL ASSETS LESS CURRENT LIABILITIES			12,211,103		12,387,429
.6317 5.671.638 ¥ 1 6.65					
NET ASSETS			12,211,103		12,387,429
CAPITAL AND RESERVES					
Called up share capital	16		13		13
Other reserves, including the fair value					
reserve	17		19,310,955		19,310,955
Profit and loss account	17		(7,099,865)		(6,923,539)
SHAREHOLDERS FUNDS			12,211,103		12,387,429
					27/01/2021

Christopher Hart

C J Hart Director

Company registration number: 04317407

# STATEMENT OF CASH FLOWS

# YEAR ENDED 31 DECEMBER 2019

Ž.	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES	£	£
Loss for the financial year	(176,326)	(143,397)
Adjustments for:		
Other interest receivable and similar income	(782)	(423)
Loss on disposal of tangible assets	<del>.</del>	4,824
Accrued (income)/expenses	(19,500)	16,011
Impairment of stocks	125,000	100,000
Changes in:		
Trade and other debtors	47,426	(232,984)
Trade and other creditors	23,400	(629)
Cash generated from operations	(782)	(256,598)
Interest received	782	423
March 1 12 Comment of the State		(256, 175)
Net cash used in operating activities	-	(256,175)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of tangible assets	_	256,175
Man and form investiga estimities	<del></del>	256,175
Net cash from investing activities		230,173
NET DECREASE IN CASH AND CASH EQUIVALENTS	_	_
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	10,500	10,500
CASH AND CASH EQUIVALENTS AT END OF YEAR	10,500	10,500

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 DECEMBER 2019

#### 1. General information

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is 6 Stratton Street, Mayfair, London, W1J 8LD.

#### 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 financial statements have been prepared on the historical cost basis.

The financial statements are prepared in sterling, which is the functional currency of the entity.

#### Going concern

Whilst the company does not have a bank account, the company has funds held on its behalf in a designated client account, which is included within these financial statements under other debtors. The directors have considered anticipated outgoings, and believe they have sufficient resources to meet all obligations as they fall due for the foreseeable future.

The company owes a balance of £10,447,588 (2018: £10,447,588), which is the majority of its liabilities of £10,480,550 (2018: £10,476,650), to a fellow group company. This group company has confirmed in writing that should it be necessary, it will provide sufficient funds to the company for a period of at least 12 months from the signing of these financial statements to enable it to meet its financial obligations when they fall due. Furthermore, the directors believe that should it be necessary, the company's ultimate parent would provide it with financial support.

The directors have considered the impact of the COVID-19 pandemic on the company's operations and going concern status. The company's operations have not been impacted in that it has limited activity and no employees. Financially, the company continues to be dependent on the support of its group.

It is the current intention of the directors to sell the company's remaining stock and to realise the value of its investments, and once this has been completed and the company's liabilities settled, to then proceed with a voluntary dissolution of the company. Whilst there is no formal commitment to this dissolution process, should the company's remaining stock be sold within twelve months of the approval of these financial statements, then the company may commence the dissolution process within this twelve month period. The directors have therefore identified that a material uncertainty exist with regard going concern. At the balance sheet date the company has net current assets of £12,211,103 (2018: £5,070,696) and a shareholders surplus of £12,211,103 (2018: £12,387,429). The company will continue to meet its obligations as they fall due. There would be no material changes to the financial statements if they were not prepared on the going concern basis.

Accordingly, the directors are of the opinion that it is appropriate to prepare the financial statements on a going concern basis. However, there is a material uncertainty related to events or conditions described above, that may cast significant doubt on the entity's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of its business.

#### NOTES TO THE FINANCIAL STATEMENTS (continued)

#### YEAR ENDED 31 DECEMBER 2019

#### 3. Accounting policies (continued)

#### Consolidation

The entity has taken advantage of the exemption from preparing consolidated financial statements contained in Section 400 of the Companies Act 2006 on the basis that it is a subsidiary undertaking and its immediate parent undertaking is established under the law of an EEA State.

#### Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, the nature of estimation means that the actual outcomes could differ from those estimates.

#### Significant judgements

The judgements (apart from those involving estimations) that management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are as follows:

- The directors judge that on the basis set out in the above accounting policy, the company is a going concern.
- Development land owned by the company has been judged by the directors as being a current asset (stock) rather than a fixed asset. This judgment is made on the basis that the land is being held for sale rather than capital appreciation.
- The company's investments have been judged by the directors as being a current asset rather than a
  fixed asset. This judgment is made on the basis that it is no longer the intention to hold these on a
  continuing basis.

#### Key sources of estimation uncertainty

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

- Stock valuation- the development land classified as stock has been reviewed for possible impairment
  by comparing the carrying value to the estimated realisable amount on sale. This estimated realisable
  amount is based upon a directors assessment, considering the market and a post year end offer
  received.
- Current asset investment the recoverability of current asset investments in subsidiary undertakings has been considered by the directors. The estimated recoverable amount has been assessed based upon an intended group rationalisation process, part of which is expected to realise a dividend from the investment which is at least equal to the carrying value of the investment.

#### NOTES TO THE FINANCIAL STATEMENTS (continued)

#### YEAR ENDED 31 DECEMBER 2019

# 3. Accounting policies (continued)

#### Judgements and key sources of estimation uncertainty (continued)

- Other debtors the recoverability of other debtors has been considered by the directors based upon the information that they have at their disposal.
- Deferred tax the amount of any deferred tax assets to be recognised is based upon the expectation and timing of future taxable profits, and will only be recognised where there is a reliable estimate available of probable future taxable profits.

#### Revenue recognition

Turnover includes rental income from investment properties, net of value added tax.

Rental income is recognised over the rental period. Any costs incurred on behalf of tenants and any recharge thereof to tenants are both included within cost of sales.

Sale of properties are recognised on legal completion.

#### Depreciation

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

Motor vehicles

25% straight line

Office equipment

- 20% - 33.33% straight line

#### Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

#### Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

#### Stocks

Stock comprises property held for resale. This classification as stock is made on acquisition. Where the intention is to trade the property within the ordinary course of business, the property is classified as stock. If that intention changes and the property is to be held for long term rental yield and/or capital appreciation, the property is reclassified as investment property.

Stocks is measured at the lower of cost and estimated selling price less costs to sell. Cost includes all costs of purchase and other costs incurred in the acquisition of the property.

#### NOTES TO THE FINANCIAL STATEMENTS (continued)

#### YEAR ENDED 31 DECEMBER 2019

#### 3. Accounting policies (continued)

#### Financial instruments

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

#### 4. Turnover

Turnover arises from:

	2019	2018
	£	£
Rental income	_	36,616
	******	

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

#### 5. Employee numbers

The average number of persons employed by the company during the period excluding directors, amounted to nil (2018: nil).

#### 6. Other operating income

Loss on disposal of tangible assets

	Other operating income	2019 £ 17,640	2018 £
7.	Operating profit		
	Operating profit or loss is stated after charging:	2019	2018

4,824

# NOTES TO THE FINANCIAL STATEMENTS (continued)

# YEAR ENDED 31 DECEMBER 2019

#### 8. Auditor's remuneration

	Fees payable for the audit of the financial statements	2019 £ 7,000	2018 £ 23,500
9.	Other interest receivable and similar income		
	Interest on cash and cash equivalents	2019 £ 782	2018 £ 423

# 10. Tax on loss

#### Reconciliation of tax income

The tax assessed on the loss on ordinary activities for the year is higher than (2018: higher than) the standard rate of corporation tax in the UK of 19% (2018: 19%).

Loss on ordinary activities before taxation	2019 £ (176,326)	2018 £ (143,397)
Loss on ordinary activities by rate of tax	(33,502)	(27,245)
Effect of expenses not deductible for tax purposes Effect of capital allowances and depreciation	143 (13,280)	20,859 (16,582)
Unused tax losses	46,639	22,968
Tax on loss	_	

# 11. Investments

	Shares in group undertakings £
Cost	-
At 1 January 2019	7,316,733
Transfers	(7,250,000)
Other movements	(66,733)
At 31 December 2019	
Impairment At 1 January 2019 and 31 December 2019	
Carrying amount At 31 December 2019	
At 31 December 2018	7,316,733

In line with the directors current intentions, the company's investment of £7,250,000 in its subsidiary undertaking has been transferred to current assets investments.

Other movements represent the transfer of a cash investment into other debtors.

# NOTES TO THE FINANCIAL STATEMENTS (continued)

#### YEAR ENDED 31 DECEMBER 2019

#### 11. Investments (continued)

#### Subsidiaries, associates and other investments

	Class of share	Percentage of shares held
Subsidiary undertakings		
Alba Investment Properties Holdings Limited	Ordinary	100
Alba Investment Properties Limited	Ordinary*	100

The registered office of the above undertakings is: 6 Stratton Street, Mayfair, London, W1J 8LD

The above subsidiary undertakings, along with the company, are included within the financial statements of the ultimate parent company.

#### 12. Stocks

	2019	2018
	£	£
Work in progress	1,075,000	1,200,000

Work in progress comprises property held for resale.

During the year, an impairment charge of £125,000 (2018: £100,000) has been recognised, and recognised in the income statement under cost of sales, in respect of work in progress. The net realisable value is based upon the directors valuation.

# 13. Debtors

		2019	2018
		£	£
	Amounts owed by group undertakings	10,039,918	10,039,918
	Corporation tax repayable	5,149	5,149
	Other debtors	4,311,086	4,291,779
		14,356,153	14,336,846
		•	
14.	Investments		

	2019	2018
	£	£
Other investments	7,250,000	_

Current asset investments represent the company's investment in its subsidiary undertaking (see note 11), which is no longer held by the company on a continuing basis.

<sup>\*</sup> denotes an indirect holding via group undertakings.

# NOTES TO THE FINANCIAL STATEMENTS (continued)

# YEAR ENDED 31 DECEMBER 2019

# 15. Creditors: amounts falling due within one year

	2019	2018
	£	£
Trade creditors	26,081	2,681
Amounts owed to group undertakings	10,447,588	10,447,588
Accruals and deferred income	2,160	21,660
Other creditors	4,721	4,721
	10,480,550	10,476,650

# 16. Called up share capital

# Issued, called up and fully paid

	2019		2018	
	No.	£	No.	£
Ordinary shares of £1 each	13	13	13	13
·	-	-		

# 17. Reserves

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

Other reserve - This reserve records the value of loans converted to equity.

Profit and loss account - This reserve records retained earnings and accumulated losses.

# 18. Analysis of changes in net debt

	At 1 Jan 2019 £	Cash flows £	Other changes £	At 31 Dec 2019 £
Cash at bank and in hand	10,500	_	_	10,500
Debt due within one year	(10,447,588)	_	_	(10,447,588)
Current asset investments	<u> </u>		7,250,000	7,250,000
	(10,437,088)		7,250,000	(3,187,088)

# NOTES TO THE FINANCIAL STATEMENTS (continued)

#### YEAR ENDED 31 DECEMBER 2019

#### 19. Related party transactions

As at the year end the company was owed £9,582,168 (2018: £9,582,168) in relation to a loan received from its ultimate parent company. The loan is unsecured, short-term and interest free.

As at the year end the company was owed £3,214,273 (2018: £3,214,273) in relation to a loan from a nominee shareholder representing a number of passive investors. The loan is unsecured, short-term and interest free.

As at the year end the company was owed £759,754 (2018: £759,754) in aggregate from other shareholders in relation to a loan. The loan is unsecured, short-term and interest free.

As at the year end the company was owed a total balance of £4,400 (2018: £4,400) from entities subject to common control. The balance is unsecured, short-term and interest free.

As at the year end the company owed £10,447,588 (2018: £10,447,588) to an entity subject to common control. The balance is unsecured, short-term and interest free.

#### 20. Controlling party

The immediate and ultimate parent undertaking is North Atlantic Smaller Companies Investment Trust Plc, a company incorporated in the United Kingdom.

In the opinion of the directors the company is not under the control of any one party.