

Registered number: 04454829

WINPAC EUROPE LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018



WINPAC EUROPE LIMITED

COMPANY INFORMATION

Directors	V K W Fung H H Choi
Registered number	04454829
Registered office	c/o PKF Littlejohn LLP 2nd Floor, 1 Westferry Circus Canary Wharf London E14 4HD
Independent auditor	PKF Littlejohn LLP Statutory Auditor 1 Westferry Circus Canary Wharf London E14 4HD

WINPAC EUROPE LIMITED

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WINPAC EUROPE LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

The Directors present their report and the financial statements for the year ended 31 December 2018.

Principal activity

The principal activity of the Company is that of an investment company.

Results and dividends

The profit for the year, after taxation, amounted to £109,047 (2017 - £25,772).

The Directors declared a final dividend for the year ended 31 December 2017 of £0.50 per share amounting to £250,000.

The Directors also propose a final dividend for the year ended 31 December 2018 of £0.50 per share amounting to £250,000. In accordance with the requirements of Financial Reporting Standard 102, the final proposed dividend is not provided for in these financial statements.

Directors

The Directors who served during the year were:

V K W Fung
H H Choi

Disclosure 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 the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

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

Small companies note

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 28th August 2019 and signed on its behalf.


V K W Fung
Director

WINPAC EUROPE LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2018

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 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 for the Company's financial statements 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 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.

WINPAC EUROPE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WINPAC EUROPE LIMITED

Opinion

We have audited the financial statements of Winpac Europe Limited (the 'Company') for the year ended 31 December 2018, which comprise the Statement of comprehensive income, the Balance sheet, the 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 Financial Reporting Standard 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 2018 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.

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 United Kingdom, including the Financial Reporting Council'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.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditor's report thereon. 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.

WINPAC EUROPE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WINPAC EUROPE LIMITED (CONTINUED)

We have nothing to report in this regard.

Opinion 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 prepare the financial statements in accordance with the small companies regime and 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 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, 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.

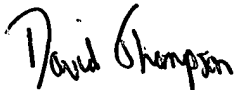
A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's report.

WINPAC EUROPE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WINPAC EUROPE LIMITED (CONTINUED)

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.



David Thompson (Senior statutory auditor)

for and on behalf of
PKF Littlejohn LLP

Statutory Auditor

1 Westferry Circus
Canary Wharf
London
E14 4HD

Date: 29 August 2019

WINPAC EUROPE LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2018**

	2018 £	2017 £
Administrative expenses	(184,111)	(110,357)
Other operating income	150,790	136,129
Operating (loss)/profit	(33,321)	25,772
Income from shares in group undertakings	142,368	-
Profit before tax	109,047	25,772
Profit for the financial year	109,047	25,772

There was no other comprehensive income for 2018 (2017:£NIL).

The notes on pages 9 to 11 form part of these financial statements.

WINPAC EUROPE LIMITED
REGISTERED NUMBER: 04454829

BALANCE SHEET
AS AT 31 DECEMBER 2018

	Note	2018 £	2017 £
Fixed assets			
Investments	3	1,138,705	1,138,705
		<u>1,138,705</u>	<u>1,138,705</u>
Current assets			
Debtors: amounts falling due within one year	4	299,192	420,359
Cash at bank and in hand	5	317,446	546,084
		<u>616,638</u>	<u>966,443</u>
Creditors: amounts falling due within one year	6	(462,218)	(671,070)
Net current assets		<u>154,420</u>	<u>295,373</u>
Total assets less current liabilities		<u>1,293,125</u>	<u>1,434,078</u>
Net assets		<u><u>1,293,125</u></u>	<u><u>1,434,078</u></u>
Capital and reserves			
Called up share capital		500,000	500,000
Profit and loss account		793,125	934,078
		<u>1,293,125</u>	<u>1,434,078</u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

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

28th August 2019.

V K W Fung
 Director

H/H Choi
 Director

The notes on pages 9 to 11 form part of these financial statements.

WINPAC EUROPE LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2018	500,000	934,078	1,434,078
Comprehensive income for the year			
Profit for the year	-	109,047	109,047
Total comprehensive income for the year	-	109,047	109,047
Dividends: Equity capital	-	(250,000)	(250,000)
At 31 December 2018	500,000	793,125	1,293,125

The notes on pages 9 to 11 form part of these financial statements.

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2017**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2017	500,000	908,306	1,408,306
Comprehensive income for the year			
Profit for the year	-	25,772	25,772
Total comprehensive income for the year	-	25,772	25,772
At 31 December 2017	500,000	934,078	1,434,078

The notes on pages 9 to 11 form part of these financial statements.

WINPAC EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

1. General information

Winpac Europe Limited ('the Company') is an investment company.

The Company is a private company limited by shares and is incorporated and domiciled in England. The address of its registered office is c/o PKF Littlejohn LLP, 1 Westferry Circus, Canary Wharf, London, E14 4HD.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies.

Management have exercised significant judgement regarding the carrying value of the investment in subsidiary companies in respect of the expected recoverability.

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d).

This information is included in the consolidated financial statements of Goodwill International (Holdings) Limited as at 31 December 2016 and these financial statements may be obtained from Suite B, 10th Floor, Yardley Commercial Building, 3 Connaught Road West, Sheung Wan, Hong Kong.

2.3 Going concern

The Directors have considered the going concern status of the Company. Due to the nature of the Company's business and geographical locations of its subsidiaries, the Directors believe that the Company is well placed to manage its business risks successfully. The Company is able to control its costs as these are linked to the activities of their subsidiaries. The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing these financial statements.

WINPAC EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

2. Accounting policies (continued)

2.4 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of comprehensive income.

2.5 Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.6 Cash

Cash is represented by deposits with financial institutions repayable without penalty on notice of not more than 24 hours. There was no cash equivalents.

2.7 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

3. Fixed asset investments

	Investments in subsidiary companies £
Net Book Value	
At 1 January 2018	1,138,705
At 31 December 2018	<u>1,138,705</u>

WINPAC EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

4. Debtors

	2018 £	2017 £
Amounts owed by group undertakings	296,443	418,066
Other debtors	2,749	2,294
	<u>299,192</u>	<u>420,360</u>

5. Cash

	2018 £	2017 £
Cash at bank	317,446	546,084
	<u>317,446</u>	<u>546,084</u>

6. Creditors: Amounts falling due within one year

	2018 £	2017 £
Trade creditors	9,293	6,658
Amounts owed to group undertakings	433,953	655,912
Accruals and deferred income	18,972	8,500
	<u>462,218</u>	<u>671,070</u>

7. Related party transactions

The Company has taken advantage of the exemption under Section 33 of FRS 102 regarding the disclosure of transactions entered between members of a group for wholly-owned members of that group. The Company's ultimate holding company is Goodwill International (Holdings) Limited, a company incorporated in Hong Kong. A copy of the financial statements of Goodwill International (Holdings) Limited can be obtained from Suite B, 10th Floor, Yardley Commercial Building, 3 Connaught Road West, Sheung Wan.