

Company registration number 04611579 (England and Wales)

SILVER CROSS (UK) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

SILVER CROSS (UK) LIMITED

COMPANY INFORMATION

Directors	Mr C A Walsh	
	Mr T Hu	(Appointed 29 July 2022)
	Mr N J Paxton	
	Mr. P J Taylor	
	Mr J Wang	(Appointed 29 July 2022)
	Mr H Xu	(Appointed 29 July 2022)
	Ms Y Yuan	(Appointed 29 July 2022)

Secretary	Mr C A Walsh
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Company number	04611579
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Registered office	Micklethorn Broughton Skipton BD23 3JA
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Auditor	Azets Audit Services Limited 33 Park Place Leeds LS1 2RY
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SILVER CROSS (UK) LIMITED

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SILVER CROSS (UK) LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present the strategic report for the year ended 31 December 2022.

Review of the business

The core strategy of the business is to provide consumers with innovative, award-winning nursery products, including prams, home furniture, textiles and car safety products. This is achieved by focused investment in research and development, supported by award winning customer service and a strategic approach to brand and marketing activities.

As reported in the Company's Statement of Comprehensive Income, revenue increase by 2.9% to £26.9m (2021 - £26.1m) in the year, with an improvement in gross profit by 2.47% and an operating profit of £0.2m (2021 - £1.8m). Whilst the lack of profitability is disappointing, the continuation of growth is encouraging given the adverse macro-economic and political factors affecting performance throughout the year.

Trading conditions throughout the year remained extremely challenging. The global shipping crisis that took hold in 2021 continued well into 2022, resulting in supply chain uncertainty and exceptionally high logistics costs. Sales were impeded by restricted stock availability and consequently, subdued promotional activity. In the first quarter, the situation was compounded as Covid outbreaks in China forced sporadic closure of ports and roads, then extended closure of key factories.

Notwithstanding the disruption, the business successfully launched two new travel systems into the market, representing a major range transition as Dune and Reef replaced Wayfarer and Pioneer. With innovative design, recycled fabrics and exciting new colourways, these core products have been incredibly well received across all channels.

As manufacturing recommenced and shipping costs began to realign in the second half of the year, the UK market faced new challenges caused by spiralling inflation and energy costs negatively impacting consumer demand, further exacerbated by a bout of political turmoil and financial market dislocation. Consistent with decade-low readings of the consumer confidence index, the business felt a period of softer demand, before ending the year positively, buoyed by strong Black Friday and Cyber event offers.

Working capital remains a key focus for the business. Inventory levels at the end of the year were abnormally high due to the timing of new product being shipped, which contributed to the £0.4m net cash position (2021 – net cash £2.3m). Liquidity is closely managed and is underpinned by the committed trade finance facilities that are provided by the Company's banking partners.

Despite a tighter liquidity position, the business continued to invest. During the year, £0.7m was spent on development of exciting new product ranges, in-store display assets and the ecommerce platform, demonstrating the confidence that the Board have over the future growth opportunities.

Principal risks and uncertainties

The Company finances its operations through retained profits, with no long-term bank borrowings. Management's objectives are to retain sufficient liquidity to enable the Company to meet all its day-to-day obligations, along with investing in new markets and regions to allow for future growth. In addition to retained profits, to enhance liquidity the Company's strategy is to maintain sufficient available working capital facilities with its banking partners.

Where the Company has surplus funds, these are mainly held in GBP and USD bank accounts. Forward contracts are used to mitigate the Profit and Loss impact of fluctuations in currency exchange rates.

Supply chain uncertainties remain a risk in 2022 and beyond. The Company mitigates this risk by maintaining diversity of supply across a range of high-quality manufacturers in both Europe and the Far East. Whilst the impacts of the Covid 19 pandemic have now dramatically subsided in most of the Company's key sales regions, there remains a risk of disruption to supply due to lockdowns in China. Management seek to address this risk through detailed forecasts of inventory requirements and contingency planning.

SILVER CROSS (UK) LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

Key performance indicators

Financial key performance indicators

Management use a range of performance measures to monitor and manage the business. These measures include, but are not limited to, profit ratios, returns on investment, liquidity ratios, debtor days and stock turnover. These KPI's are reported on frequently to management for each aspect of the business. For the year ended 31 December 2022, management consider the financial KPI performance of the business to be satisfactory.

Other key performance indicators

Objectives of the business also include non-financial measures. Market share, product returns, customer service feedback and employee productivity are all monitored, reported on and acted upon, to ensure the business is not only achieving its goals from a financial perspective but also other areas that contribute to the future success of the Company. For the year ended 31 December 2022, management consider the financial KPI performance of the business to be satisfactory.

Going concern statement

To assess the appropriateness of the preparation of the accounts on a going concern basis, a range of financial forecasts have been prepared to model hypothetical scenarios reflecting material deterioration in demand, or ability to meet demand, amongst other factors. The latest cash, bank facilities and working capital position are also factored into the assessment. Based on this assessment, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operation for the foreseeable future.

Future developments

The Directors believe that the forthcoming financial year will remain challenging. Whilst global shipping disruption has now abated and costs have normalised, the balance of risk shifts towards the impact of high inflation and rising interest rates on consumer demand. However, the Directors consider that the Company is well-placed in terms of its strategic and market position to maximise its ability to grow sales and increase profitability, underpinned by an exciting pipeline of market-leading product developments.

On behalf of the board

Mr C A Walsh
Director

4 August 2023

SILVER CROSS (UK) LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their annual report and financial statements for the year ended 31 December 2022.

Principal activities

The principal activity of the company continued to be that of the provision of innovative nursery products, including prams, home furniture, clothing and car safety products.

Results and dividends

The results for the year are set out on page 8.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr C A Walsh	
Mr T Hu	(Appointed 29 July 2022)
Mr N J Paxton	
Mr X Zhang	(Resigned 29 July 2022)
Mr W Zhang	(Resigned 29 July 2022)
Ms S Xiaoting	(Resigned 29 July 2022)
Mr. P J Taylor	
Ms Q Jiabei	(Resigned 29 July 2022)
Mr J Wang	(Appointed 29 July 2022)
Mr H Xu	(Appointed 29 July 2022)
Ms Y Yuan	(Appointed 29 July 2022)

Auditor

The auditor, Azets Audit Services Limited, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Energy and carbon report

The Company has taken the exemption available to subsidiary companies not to disclose information in respect of greenhouse gas emissions, energy consumption and energy efficiency action given this is disclosed in the consolidated financial statements of the ultimate parent company.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board

Mr C A Walsh
Director

4 August 2023

SILVER CROSS (UK) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors are responsible for preparing the annual 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 judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

SILVER CROSS (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SILVER CROSS (UK) LIMITED

Opinion

We have audited the financial statements of Silver Cross (UK) Limited (the 'company') for the year ended 31 December 2022 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and notes to the financial statements, including 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 2022 and of its loss 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 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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

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 contained within the annual report. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

SILVER CROSS (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF SILVER CROSS (UK) LIMITED

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 strategic report or 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 remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

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.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

SILVER CROSS (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF SILVER CROSS (UK) LIMITED

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above and on the Financial Reporting Council's website, to detect material misstatements in respect of irregularities, including fraud.

We obtain and update our understanding of the entity, its activities, its control environment, and likely future developments, including in relation to the legal and regulatory framework applicable and how the entity is complying with that framework. Based on this understanding, we identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. This includes consideration of the risk of acts by the entity that were contrary to applicable laws and regulations, including fraud.

In response to the risk of irregularities and non-compliance with laws and regulations, including fraud, we designed procedures which included:

- Enquiry of management and those charged with governance around actual and potential litigation and claims as well as actual, suspected and alleged fraud;
- Reviewing minutes of meetings of those charged with governance;
- Assessing the extent of compliance with the laws and regulations considered to have a direct material effect on the financial statements or the operations of the company through enquiry and inspection;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work over the risk of management bias and override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for indicators of potential bias; and
- Performing audit work over the timing and recognition of revenue and in particular whether it has been recorded in the correct accounting period.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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.

Chris Butt
Senior Statutory Auditor
For and on behalf of Azets Audit Services Limited

4 August 2023

Chartered Accountants
Statutory Auditor

33 Park Place
Leeds
LS1 2RY

SILVER CROSS (UK) LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	2022 £000	2021 £000
Turnover	3	26,863	26,100
Cost of sales		(15,385)	(14,899)
Gross profit		11,478	11,201
Administrative expenses		(11,309)	(9,783)
Other operating income		36	365
Operating profit	4	205	1,783
Interest payable and similar expenses	8	(140)	143
Profit before taxation		65	1,926
Tax on profit	9	(127)	(278)
(Loss)/profit for the financial year		(62)	1,648

The profit and loss account has been prepared on the basis that all operations are continuing operations.

SILVER CROSS (UK) LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2022

		2022		2021	
	Notes	£000	£000	£000	£000
Fixed assets					
Intangible assets	10		455		322
Tangible assets	11		1,250		1,278
			<u>1,705</u>		<u>1,600</u>
Current assets					
Stocks	13	9,029		5,114	
Debtors	14	15,922		18,598	
Cash at bank and in hand		355		2,333	
		<u>25,306</u>		<u>26,045</u>	
Creditors: amounts falling due within one year	15	(12,701)		(13,342)	
Net current assets			<u>12,605</u>		<u>12,703</u>
Total assets less current liabilities			<u>14,310</u>		<u>14,303</u>
Provisions for liabilities					
Provisions	17	447	(447)	378	(378)
Net assets			<u>13,863</u>		<u>13,925</u>
Capital and reserves					
Called up share capital	20		1		1
Other reserves			26		26
Profit and loss reserves			13,836		13,898
Total equity			<u>13,863</u>		<u>13,925</u>

The financial statements were approved by the board of directors and authorised for issue on 4 August 2023 and are signed on its behalf by:

Mr C A Walsh
Director

Company Registration No. 04611579

SILVER CROSS (UK) LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Share capital	Other reserves	Profit and loss reserves	Total
	£000	£000	£000	£000
Balance at 1 January 2021	1	26	12,250	12,277
Year ended 31 December 2021:				
Profit and total comprehensive income for the year	-	-	1,648	1,648
Balance at 31 December 2021	1	26	13,898	13,925
Year ended 31 December 2022:				
Loss and total comprehensive income for the year	-	-	(62)	(62)
Balance at 31 December 2022	1	26	13,836	13,863

SILVER CROSS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

Company information

Silver Cross (UK) Limited is a private company limited by shares incorporated in England and Wales. The registered office is Micklethorn, Broughton, Skipton, BD23 3JA.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £1,000.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues: The disclosure requirements of paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c), 12.26, 12.27, 12.29(a), 12.29(b), and 12.29A;
- Section 26 'Share based Payment': Share based payment arrangements required under FRS 102 paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of Fosun International Limited as at 31 December 2022. These consolidated financial statements are available from www.fosun.com.

1.2 Going concern

The directors have considered all factors, including in the wider economy, as part of their assessment of going concern. They believe on balance that they have sufficient resources to enable trading to continue for a period of at least one year from the date of approval of the financial statements, on the basis of information currently available to them as at the point of approving these. Accordingly, these financial statements have been prepared on the going concern basis.

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

SILVER CROSS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

1.4 Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

1.5 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Software	33% straight line
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1.6 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold land and buildings	11 - 33% straight line
Plant and machinery	33% straight line
Fixtures and fittings	25 - 33% straight line
Office equipment	25 - 33% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.7 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

SILVER CROSS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.8 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

Stocks held for distribution at no or nominal consideration are measured at the lower of cost and replacement cost, adjusted where applicable for any loss of service potential.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

1.9 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.10 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

SILVER CROSS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

SILVER CROSS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.11 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.12 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

SILVER CROSS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.13 Provisions

Provisions are recognised when the company has a legal or constructive present obligation as a result of a past event, it is probable that the company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value, the unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

1.14 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.15 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.16 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

1.17 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

SILVER CROSS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

2 Judgements and key sources of estimation uncertainty

(Continued)

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Stock provisions

At each reporting date an assessment is made for provisions required to recognise a fair valuation of damaged, slow moving or obsolete stock. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in the profit or loss and provided for in the balance sheet. Reversals of impairment losses are also recognised in profit or loss when they arise.

Bad and doubtful debts provisions

Outstanding trade debtor balances are reviewed on a line by line basis by management to identify possible amounts where a provision is required. Management closely manage the collection of trade debtors and therefore are able to identify balances where there is uncertainty about its recoverability, and determine what provision is required (if any).

Warranty provision

The Company holds a warranty provision to recognise anticipated future costs related to product returns. The provision is calculated based on past performance and experience. There is uncertainty surrounding the anticipated timing and ultimate cost of the returns.

3 Turnover and other revenue

	2022	2021
	£000	£000
Turnover analysed by class of business		
Product sales	26,864	26,100
	<u> </u>	<u> </u>
	2022	2021
	£000	£000
Turnover analysed by geographical market		
United Kingdom	26,864	26,100
	<u> </u>	<u> </u>
	2022	2021
	£000	£000
Other revenue		
Royalty income	-	365
Other income	36	-
	<u> </u>	<u> </u>

SILVER CROSS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

4 Operating profit

	2022	2021
	£000	£000
Operating profit for the year is stated after charging/(crediting):		
Exchange gains	(205)	(896)
Research and development costs	13	41
Fees payable to the company's auditor for the audit of the company's financial statements	39	36
Depreciation of owned tangible fixed assets	542	257
Loss on disposal of tangible fixed assets	12	-
Amortisation of intangible assets	88	13
Operating lease charges	239	215
	<u> </u>	<u> </u>

5 Auditor's remuneration

	2022	2021
	£000	£000
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the company	39	36
	<u> </u>	<u> </u>

6 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2022	2021
	Number	Number
Total	80	72
	<u> </u>	<u> </u>

Their aggregate remuneration comprised:

	2022	2021
	£000	£000
Wages and salaries	3,949	3,564
Social security costs	422	351
Pension costs	80	53
	<u> </u>	<u> </u>
	4,451	3,968
	<u> </u>	<u> </u>

7 Directors' remuneration

	2022	2021
	£000	£000
Remuneration for qualifying services	1,019	873
Company pension contributions to defined contribution schemes	13	7
	<u> </u>	<u> </u>
	1,032	880
	<u> </u>	<u> </u>

SILVER CROSS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

7 Directors' remuneration

(Continued)

The Highest paid director received remuneration of £464,667 (2021 - £447,737).

8 Interest payable and similar expenses

	2022	2021
	£000	£000
Interest on bank overdrafts and loans	20	-
(Loss)/gain on hedging instrument in a fair value hedge	120	(143)
	<u>140</u>	<u>(143)</u>

9 Taxation

	2022	2021
	£000	£000
Current tax		
UK corporation tax on profits for the current period	29	304
Adjustments in respect of prior periods	-	(34)
Total current tax	<u>29</u>	<u>270</u>
Deferred tax		
Origination and reversal of timing differences	89	8
Adjustment in respect of prior periods	9	-
Total deferred tax	<u>98</u>	<u>8</u>
Total tax charge	<u>127</u>	<u>278</u>

The actual charge for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

	2022	2021
	£000	£000
Profit before taxation	<u>65</u>	<u>1,926</u>
Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	12	366
Tax effect of expenses that are not deductible in determining taxable profit	9	19
Adjustments in respect of prior years	15	(26)
Group relief	85	(29)
Research and development tax credit	-	18
Other permanent differences	6	(70)
Taxation charge for the year	<u>127</u>	<u>278</u>

SILVER CROSS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

9 Taxation

(Continued)

The UK corporation tax rate was 19% throughout the year.

The UK budget on 3 March 2021 announced the intention to increase the tax rate from the current rate of 19% to 25%, with effect from April 2023. As this occurred after the year end, all deferred tax balances at the reporting date are measured at 25% (2021: 19%).

10 Intangible fixed assets

	Software £000
Cost	
At 1 January 2022	503
Additions - internally developed	221
	<hr/>
At 31 December 2022	724
	<hr/>
Amortisation and impairment	
At 1 January 2022	181
Amortisation charged for the year	88
	<hr/>
At 31 December 2022	269
	<hr/>
Carrying amount	
At 31 December 2022	455
	<hr/>
At 31 December 2021	322
	<hr/>

SILVER CROSS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

11 Tangible fixed assets

	Leasehold land and buildings	Plant and machinery	Fixtures and fittings	Office equipment	Total
	£000	£000	£000	£000	£000
Cost					
At 1 January 2022	60	5,003	210	244	5,517
Additions	-	208	296	22	526
Disposals	-	(17)	-	-	(17)
At 31 December 2022	60	5,194	506	266	6,026
Depreciation and impairment					
At 1 January 2022	56	3,886	70	227	4,239
Depreciation charged in the year	2	424	104	12	542
Eliminated in respect of disposals	-	(5)	-	-	(5)
At 31 December 2022	58	4,305	174	239	4,776
Carrying amount					
At 31 December 2022	2	889	332	27	1,250
At 31 December 2021	4	1,117	140	17	1,278

12 Financial instruments

	2022 £000	2021 £000
Carrying amount of financial assets		
Instruments measured at fair value through profit or loss	-	50
Carrying amount of financial liabilities		
Measured at fair value through profit or loss		
- Other financial liabilities	70	-

13 Stocks

	2022 £000	2021 £000
Finished goods and goods for resale	9,029	5,114

SILVER CROSS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

14 Debtors

	2022	2021
	£000	£000
Amounts falling due within one year:		
Trade debtors	3,238	3,227
Corporation tax recoverable	242	178
Amounts owed by group undertakings	12,038	14,723
Derivative financial instruments	-	50
Other debtors	35	125
Prepayments and accrued income	277	105
	<hr/>	<hr/>
	15,830	18,408
Deferred tax asset (note 18)	92	190
	<hr/>	<hr/>
	15,922	18,598
	<hr/>	<hr/>

The amounts owed by group undertakings are interest free and repayable on demand

15 Creditors: amounts falling due within one year

	Notes	2022	2021
		£000	£000
Bank loans and overdrafts	16	1,353	-
Trade creditors		3,988	871
Amounts owed to group undertakings		5,683	9,793
Taxation and social security		880	13
Derivative financial instruments		70	-
Other creditors		60	2,093
Accruals and deferred income		667	572
		<hr/>	<hr/>
		12,701	13,342
		<hr/>	<hr/>

The amounts owed to group undertakings are interest free and repayable on demand

16 Loans and overdrafts

	2022	2021
	£000	£000
Other bank borrowings	1,353	-
	<hr/>	<hr/>
Payable within one year	1,353	-
	<hr/>	<hr/>

Other bank borrowings represent debt factoring and trade finance facilities which are secured by fixed and floating charges over the assets of the company.

SILVER CROSS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

17 Provisions for liabilities

	2022 £000	2021 £000
Warranty provision	447	378
	<u> </u>	<u> </u>
Movements on provisions:		
		Warranty provision £000
At 1 January 2022		378
Additional provisions in the year		824
Utilisation of provision		(755)
		<u> </u>
At 31 December 2022		447
		<u> </u>

The company offers 3 year warranty on the majority of products and therefore holds the above warranty provision. Management estimates the warranty provision based on historical warranty claim information, as well as recent trends.

18 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the company and movements thereon:

	Assets 2022 £000	Assets 2021 £000
Balances:		
Accelerated capital allowances	92	190
	<u> </u>	<u> </u>
Movements in the year:		2022 £000
Asset at 1 January 2022		(190)
Charge to profit or loss		98
		<u> </u>
Asset at 31 December 2022		(92)
		<u> </u>

SILVER CROSS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

19 Retirement benefit schemes

	2022	2021
	£000	£000
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	80	53

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

20 Share capital

	2022	2021	2022	2021
	Number	Number	£000	£000
Ordinary share capital				
Issued and fully paid				
Ordinary shares of £1 each	1,000	1,000	1	1

21 Financial commitments, guarantees and contingent liabilities

At the balance sheet date the company was committed to purchase \$9.46m (2021 - \$5.30m) in exchange for £7.83m (2021 - £3.87m).

22 Operating lease commitments

Lessee

	2022	2021
	£000	£000
Within one year	163	163
Between two and five years	651	651
In over five years	1,057	1,220
	1,871	2,034

23 Ultimate controlling party

The Company's immediate parent is Silver Cross Nurseries Limited, which itself is an indirect subsidiary of Fosun International Limited, a company registered in Hong Kong. The principal place of business of Fosun International Limited is, Tower S1, Bund Finance Center, 600 Zhongshan No. 2 Road (E), Shanghai, China.

The ultimate parent and controlling company is Fosun International Limited, a company incorporated in Hong Kong. Fosun International Limited prepares group financial statements, which include the results of the Company. Copies of the group's financial statements for Fosun International Limited can be obtained from www.fosun.com.

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