

Summerhill Cardiff Limited

Directors' report and financial statements

Registered number 05999250

For the year ended 30 September 2016



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Strategic report

The directors present their strategic report of Summerhill Cardiff Limited ('the Company') for the year ended 30 September 2016.

Review of business

The principal activity of the Company during the period was that of a holding company and accordingly it is not exposed to any trading risks.

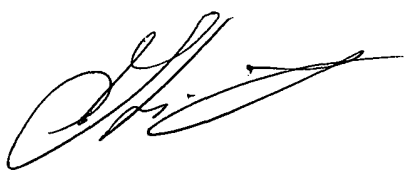
The loss for the year ended 30 September 2016 was £326,866 (2015: loss £476,356). The directors consider that the results for the period are satisfactory and in line with expectations

The company's parent company has indicated giving support for the next twelve months and accordingly the company is not exposed to any financial risks.

In the opinion of the directors there are no key performance indicators apart from the financial results discussed above.

Future developments

The directors have no future expansion plan for the company other than continue as a holding company.



A Matyas
Director

26th May 2017

Directors' report

The directors present their report and the audited financial statements of Summerhill Cardiff Limited ('the Company') for the year ended 30 September 2016

The principal activity of the Company during the year was that of a holding company

Results and dividends

The directors do not recommend the payment of a dividend (2015: £nil).

Going concern

The financial statements have been prepared on a going concern basis. The basis for this is described in detail in note 1 to the financial statements.

Directors

The directors who held office during the year were as follows:

A Matyas

Dr E Wojakowski

R Robertson

N Smith

Directors' and officers' liability insurance

Summerhill Cardiff Limited purchase and maintain on behalf of the Company, liability insurance for its directors and officers.

Political and charitable contributions

The Company made no political or charitable contributions during the year (2015: £nil).

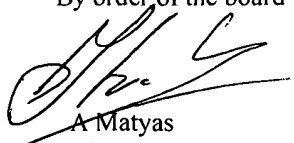
Statement as to disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he / she ought to have taken as a director to make himself / herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information..

Auditors

Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to be re- appointed and KPMG LLP will therefore continue in office.

By order of the board



A Matyas
Director

26th May 2017

3 Park Place
St James's
London
SW1A 1LP

Statement of directors' responsibilities in respect of the Strategic Report, the Directors' Report and the financial statements

The directors are responsible for preparing the Strategic Report, 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice) including FRS 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 the period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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; and
- 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members Summerhill Cardiff Limited

We have audited the financial statements of Summerhill Cardiff Limited for the year ended 30 September 2016 set out on pages 5 to 15. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30th September 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matters prescribed by the Companies Act 2006

In our opinion 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.

Matters on which we are required to report by exception

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

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

Mark Summerfield (Senior Statutory Auditor)

For and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

31 May 2017

30 September 2016

Profit and loss account and other comprehensive income
for the year ended 30 September 2016

	<i>Note</i>	Year ended 30 September 2016 2016 £	Year ended 30 September 2015 £
Administrative expenses		(101,087)	(101,125)
Operating loss	2	(101,087)	(101,125)
Interest receivable	4	322	4,679
Interest payable	5	(226,101)	(381,000)
Profit / (loss) on ordinary activities before taxation		(326,886)	(476,356)
Tax on profit / (loss) on ordinary activities	6	-	-
Profit / (loss) on ordinary activities after taxation		(326,886)	(476,356)

The results shown above are derived wholly from continuing operations.

There were no recognised gains or losses in either the current or prior year except as shown above.

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

30 September 2016

Balance sheet

at 30 September 2016

	Note	30 September 2016		30 September 2015	
		£	£	£	£
Fixed assets					
Investments	7		-		-
Current assets					
Debtors	8	25,203		118,596	
Cash at bank and in hand		70,313		69,992	
		<u>95,516</u>		<u>188,588</u>	
Creditors: amounts falling due within one year	9	<u>(28,273,881)</u>		<u>(23,514,528)</u>	
Net current liabilities			<u>(28,178,365)</u>		<u>(23,325,940)</u>
Total assets less current liabilities			<u>(28,178,365)</u>		<u>(23,325,940)</u>
Creditors: amounts falling due after more than one year	10		<u>(2,109,962)</u>		<u>(6,635,521)</u>
Net liabilities			<u>(30,288,327)</u>		<u>(29,961,461)</u>
Capital and reserves					
Called up share capital	11		100		100
Profit and loss account			<u>(30,288,427)</u>		<u>(29,961,561)</u>
Shareholders' deficit			<u>(30,288,327)</u>		<u>(29,961,461)</u>

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

These financial statements were approved by the board of directors on 26th May 2017 and were signed on its behalf by:



A Matyas
Director

30 September 2016

Statement of Changes in Equity

	Share capital £	Profit and loss account £	Total £
At 1 October 2014	100	(29,485,205)	(29,485,105)
Profit for the year	-	(476,356)	(476,356)
	<hr/>	<hr/>	<hr/>
At 30 September 2015	100	(29,961,561)	(29,961,461)
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

	Share Capital £	Profit and loss account £	Total £
At 1 October 2015	100	(29,961,561)	(29,961,461)
Profit for the year	-	(326,866)	(326,866)
	<hr/>	<hr/>	<hr/>
At 30 September 2016	100	(30,288,427)	(30,288,327)
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Notes

(forming part of the financial statements)

Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

1 Accounting policies

Summerhill Cardiff Limited is a company limited by shares and incorporated and domiciled in the UK.

The financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014. The presentational currency of these financial statements is sterling.

In transition from FRS 102 from old UK GAAP, the company has made no measurement and recognition adjustments.

FRS 102 grants certain first time adoption exemptions from the full requirements of FRS 102. The following exemptions have been applied in these financial statements:

- Fair value or revaluation as deemed cost – The previous GAAP revaluation at transition date has been used as deemed cost for freehold and long leasehold properties.

The Company's parent undertaking, TH Holdings Limited includes the Company in its consolidated financial statements. The consolidated financial statements of TH Holdings Limited are available to the public and may be obtained from the address in note 13. In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash flow statement and related notes; and
- Key management personnel compensation

As the consolidated financial statements of TH Holdings Limited include the equivalent disclosures, the Company has also taken advantage of the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instruments Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Basis of preparation

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

At 30 September 2016 the Company had net current liabilities of £28,178,365 (2015: £23,325,940) which include £28.3m (2015: £23.4m) owed to group undertakings.

Notes (Continued)

The directors have considered the letter of support provided to the Company by the intermediary parent company, TH Holdings Limited, indicating its intention to support the Company for at least 12 months from the date of these financial statements, and to continue to make available such funds as are needed by the Company and in particular not seek repayment of the amounts currently made available, including £23.4m owed to other group companies. The directors consider that this should enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment.

As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on these indicators, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

The Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

As the Company is a wholly owned subsidiary of TH Holdings Limited, the Company has taken advantage of the exemption available under FRS102 section 33.1A: Related Party Disclosures and has therefore not disclosed transactions or balances with wholly owned subsidiaries which form part of the group.

Basic financial instruments***Trade and other debtors/creditors***

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Debtors and creditors payable or receivable within one year on initial recognition are measured at the undiscounted amount of the cash expected to be paid or received, net of impairment.

Borrowings classified as basic financial instruments

Borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

Investments

Investment re shown at cost less provision for impairment.

Taxation

Tax on the profit and loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Notes (Continued)

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

2 Loss on ordinary activities before taxation

	Year ended 30 September 2016	Year ended 30 September 2015
		£

Loss on ordinary activities before taxation is stated after (crediting) /charging

Auditor's remuneration:

Audit of these financial statements – charged to and paid by another group company	5,000	5,000
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3 Remuneration of directors

The directors of the Company are also directors of other undertakings and the directors' remuneration for the period was paid by other connected undertakings. The directors do not believe that it is practical to apportion this amount between services as directors of the Company and their services as directors of fellow subsidiary undertakings.

The Company has no other employees.

4 Interest receivable

	Year ended 30 September 2016	Year ended 30 September 2015
		£
Bank interest receivable	322	4,769

Notes (continued)**5 Interest payable**

	Year ended 30 September 2016	Year ended 30 September 2015
	£	£
On bank loans	-	381,000
On loans from related undertakings	226,101	-
	<u>226,101</u>	<u>381,000</u>

6 Taxation

There is no tax charge for the current or prior period

Factors affecting the tax charge for current period

The current tax charge for the period is higher (2015: higher) than the standard rate of corporation tax in the UK of 20% (2015: 20.5%). The differences are explained below:

	Year ended 30 September 2016	Year ended 30 September 2015
	£	£
<i>Tax reconciliation</i>		
Loss on ordinary activities before tax	(326,866)	(476,356)
Tax at 20% (2015: 20.5%)	(65,373)	(97,646)
<i>Effects of:</i>		
Group relief surrendered fellow group company free of charge	65,373	97,646
Total tax charge (see above)	<u>-</u>	<u>-</u>

Factors affecting the future tax charge

Potential deferred tax assets measured at 17% (2015: 20%) totalling £77,496 (2015: £98,138) in respect of carried forward losses have not been recognised as it is not expected that these assets can be utilised to offset taxable profits in the foreseeable future.

The rate of taxation is expected to follow the standard rate of UK Corporation tax in future years. Reduction in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will further reduce the company's future current tax charge and reduce the company's deferred tax liability accordingly.

30 September 2016

Notes (continued)**7 Investments**

	Subsidiary undertakings
	£
Cost	
At 1 October 2015 and 30 September 2016	33,907,500
	<hr/>
Provision for impairment	
At 1 October 2015 and 30 September 2016	33,907,500
	<hr/>
Net book value	
At 30 September 2016	-
	<hr/>
At 30 September 2015	-
	<hr/>

The investment represents the Company's interest in 100% of the ordinary share capital of its subsidiary undertaking, Hotel Innovations (Cardiff) Limited. Hotel Innovations (Cardiff) Limited is incorporated in England and its principal activity is that of a holding company. The Company holds an indirect 100% interest in the ordinary share capital of Summerhill Properties Limited, a company incorporated in England and its principal activity is that of a hotel operator.

8 Debtors

	30 September 2016 £	30 September 2015 £
Other debtors	25,203	118,596
	<hr/>	<hr/>
	25,203	118,596
	<hr/>	<hr/>

30 September 2016

Notes (continued)**9 Creditors: amounts falling due within one year**

	30 September 2016	30 September 2015
	£	£
Amounts due to group undertakings	28,272,853	23,420,669
Other creditors and accruals	1,028	93,859
	28,273,881	23,514,528

Amounts due to group undertakings are included in amounts due within one year where there are no specific repayment terms. While amounts due to group undertakings are technically repayable on demand the directors are of the opinion that in the ordinary course of business, repayment within such a timescale would not be required.

10 Creditors: amounts falling due after more than one year

	30 September 2016	30 September 2015
	£	£
Amounts due to connected undertakings	2,109,962	6,635,521

30 September 2016

Notes (continued)**11 Called up share capital**

	30 September 2016 £	30 September 2015 £
<i>Allotted, called up and fully paid</i>		
97 (2015: 97) ordinary share of £1 each	97	97
3 (2015: 3) B ordinary shares of £1 each	3	3
	<hr/>	<hr/>
	100	100
	<hr/>	<hr/>

12 Related parties

As the company is a wholly owned subsidiary of TH Holdings Limited, the company has taken advantage of the exemption under FRS 102 section 33.1A: Related Party Disclosures, and has therefore not disclosed transactions or balances with TH Holdings Limited and its wholly owned subsidiaries or its subsidiary undertakings.

The other related party balances are

	30 September 2016 £	30 September 2015 £
Owed to TPD Investments Limited	5,500,000	5,500,000
Owed to Tonstate Group Limited	2,109,962	6,635,521
	<hr/>	<hr/>

During the period management fee of £100,000 (2015: £150,000) was charged by Tonstate Group Limited.

Notes *(continued)*

13 Ultimate parent company and parent undertaking of larger group of which the Company is a member

The Company is a subsidiary undertaking of TH Holdings Limited, incorporated in England.

The largest group in which the results of the Company are consolidated is that headed by TH Holdings Limited.

The consolidated accounts of this group are available to the public and may be obtained from 3 Park Place, St James', London, SW1A 1LP.

The ultimate parent company is Overseas Holdings Capital Group Limited, registered in British Virgin Islands