

Registered number: 7321433

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

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#### **DIRECTORS' REPORT** FOR THE YEAR ENDED 31 DECEMBER 2019

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

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

#### PRINCIPAL ACTIVITY

The principal activity of the company is to invest in the 20 Fenchurch Street development in London. The directors intend to wind up the company in the foreseeable future.

#### **RESULTS AND DIVIDENDS**

The profit for the year, after taxation, amounted to £50,086 (2018 -£209,883).

Dividends of £1,319,089 were paid in the year (2018 - £Nil).

#### **DIRECTORS**

The directors who served during the year were:

M Al-Hashmi Sir George Iacobescu CBE J Sun (alternate director to C Zhiwei) P Westermann C Zhiwei

The company provides an indemnity to all directors (to the extent permitted by law) in respect of liabilities incurred as a result of their office. The company also has in place liability insurance covering the directors and officers of the company. Both the indemnity and insurance were in force during the year ended 31 December 2019 and at the time of the approval of this Directors' Report. Neither the indemnity nor the insurance provide cover in the event that the director is proven to have acted dishonestly or fraudulently.

#### 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.

This report was approved by the board on 27 August 2020 and signed on its behalf.

Secretary

C E Hillsdon

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## DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2019

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 judgements and accounting estimates that are reasonable and prudent; 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CANARY WHARF (FS TWO) LIMITED

#### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

#### **OPINION**

In our opinion the financial statements of Canary Wharf (FS Two) Limited (the 'company')

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 17.

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).

#### **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.

## EMPHASIS OF MATTER - FINANCIAL STATEMENTS PREPARED OTHER THAN ON A GOING CONCERN BASIS

We draw attention to note 2 in the financial statements, which indicates that the financial statements have been prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

#### 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.

#### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CANARY WHARF (FS TWO) LIMITED

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

#### **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 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.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

#### Opinions on other matters prescribed by the Companies Act 2006

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

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

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 any material misstatements in the directors' report.

#### Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

#### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CANARY WHARF (FS TWO) LIMITED

#### **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.

Valerie Main (Senior statutory auditor) For and on behalf of Deloitte LLP

Statutory Auditor London, United Kingdom

27 August 2020

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#### STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2019

	Note	2019 £	2018 £
Administrative expenses		(6,482)	(5,528)
Fair value movements	6	(4,424)	252,768
OPERATING (LOSS)/PROFIT		(10,906)	247,240
Interest receivable and similar income	7	3,884	2,768
(LOSS)/PROFIT BEFORE TAX	_	(7,022)	250,008
Tax on (loss)/profit	8	57,108	(40,125)
PROFIT FOR THE FINANCIAL YEAR	_	50,086	209,883
Other comprehensive income		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	=	50,086	209,883

The notes on pages 9 to 15 form part of these financial statements.

## CANARY WHARF (FS TWO) LIMITED REGISTERED NUMBER: 7321433

## STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2019

	Note	2019 £	2018 £
FIXED ASSETS			
Investments	9	1	1
	_	1	1
CURRENT ASSETS			•
Debtors: amounts falling due within one year	10	25,000	1,348,513
Cash at bank and in hand	· .	237,259	238,690
		262,259	1,587,203
Creditors: amounts falling due within one year.	11	(3,800)	(2,633)
NET CURRENT ASSETS	. <b>-</b>	258,459	1,584,570
TOTAL ASSETS LESS CURRENT LIABILITIES	_	258,460	1,584,571
Deferred tax	13	<u>-</u>	(57,108)
NET ASSETS		258,460	1,527,463
CAPITAL AND RESERVES	- -	<u> </u>	
Called up share capital	14	77,237	463,422
Retained earnings		181,223	1,064,041
	<del>-</del>	258,460	1,527,463
	=		

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 27 August 2020.

Sir George Iacobescu CBE

Director

The notes on pages 9 to 15 form part of these financial statements.

### STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2019

	Called up share capital	Retained earnings	Total equity
At 1 January 2019	463,422	1,064,041	1,527,463
COMPREHENSIVE INCOME FOR THE YEAR Profit for the year	-	50,086	50,086
TOTAL COMPREHENSIVE INCOME FOR THE YEAR  Dividends: Equity capital	-	50,086 (1,319,089)	50,086 (1,319,089)
Shares cancelled during the year Shares cancelled during the year	(386,185) -	- 386,185	(386,185) 386,185
AT 31 DECEMBER 2019	77,237	181,223	258,460
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018			
	Called up share capital	Retained earnings	Total equity
At 1 January 2018	£ 463,422	£ 854,158	£ 1,317,580
COMPREHENSIVE INCOME FOR THE YEAR			
Profit for the year		209,883	209,883
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		209,883	209,883
AT 31 DECEMBER 2018	463,422	1,064,041	1,527,463

The notes on pages 9 to 15 form part of these financial statements.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 1. GENERAL INFORMATION

Canary Wharf (FS Two) Limited is a company limited by shares incorporated in the UK under the Companies Act 2006 and registered in England and Wales at One Canada Square, Canary Wharf, London, E14.5AB.

The nature of the company's operations and its principal activities are set out in the Director's Report.

#### 2. ACCOUNTING POLICIES

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value and in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice, including FRS 102 "the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland").

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see Note 3).

The principal accounting policies have been applied consistently throughout the year and the preceding year and are summarised below:

#### 2.2 Going concern

The directors intend to wind up the company in the foreseeable future. As a result the financial statements have been prepared on a basis other than that of a going concern which includes, where appropriate, writing down the company's assets to net realisable value. For the years ended 31 December 2019 and 31 December 2018, this did not result in any changes to the value of the company's assets.

The impact of the Covid-19 virus is described in Note 16.

#### 2.3 Cash flow statement

The company has taken the exemption from preparing the cash flow statement under Section 7.1B as it is a small company.

#### 2.4 Investments

Investments are stated at cost less any provision for impairment.

Income from investments is recognised as the company becomes entitled to receive payment. Dividend income from investments in companies is recognised when received or irrevocably declared.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 2.5 Financial instruments

#### Trade and other receivables

Trade and other receivables are recognised initially at fair value. A provision for impairment is established where there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the debtor concerned.

#### Trade and other payables

Trade and other creditors are stated at cost.

#### Investment loans

The redeemable shares in related parties are treated as investment loans and carried at fair value.

#### 2.6 Taxation

Current tax is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of timing difference. Deferred tax relating to investment property is measured using the tax rates and allowances that apply to the sale of the asset.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expenses or income.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

#### Valuation of redeemable shares treated as investment loans

Until redeemed, the redeemable shares in related parties were carried at fair value. Upon redemption holders of the shares were entitled to the initial subscription amount as adjusted by the accumulated profits and losses within the related party to that date. The directors have valued the redeemable shares at the share of the retained earnings shown in the related party's financial statements.

#### 4. AUDITOR'S REMUNERATION

·	2019	2018
	L	
Fees for the audit of the company's annual accounts	940	570 ————

#### 5. EMPLOYEES

The Company has no employees other than the directors, who did not receive any remuneration (2018 - £NIL).

#### 6. INCOME FROM INVESTMENTS

	£	£
Fair value adjustment to redeemable shares	4,424	(252,768)
	4,424	(252,768)
x		

2010

2019

#### 7. INTEREST RECEIVABLE AND SIMILAR INCOME

•	•	2019 £	2018 £
Bank interest receivable		3,884	2,768
		3,884	2,768

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 8. TAXATION

	2019 £	2018 £
CORPORATION TAX	~	~
Adjustments in respect of previous periods	-	(2,376)
TOTAL CURRENT TAX	<del>-</del>	(2,376)
DEFERRED TAX		
Origination and reversal of timing differences	(57,108)	42,501
TOTAL DEFERRED TAX	(57,108)	42,501
TAXATION ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES	(57,108)	40,125

#### **FACTORS AFFECTING TAX CHARGE FOR THE YEAR**

The tax assessed for the year is different to the standard rate of corporation tax in the UK of 19.0% (2018 - 19.0%). The differences are explained below:

	2019 £	2018 £
(Loss)/profit on ordinary activities before tax	(7,022)	250,008
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.0% (2018 -19.0%) <b>EFFECTS OF:</b>	(1,334)	47,502
Adjustments to tax charge in respect of prior periods	(57,108)	. (2,376)
Unrelieved tax losses carried forward	1,334	-
Changes in the rates of tax	-	(5,001)
TOTAL TAX CHARGE FOR THE YEAR	(57,108)	40,125

#### **FACTORS THAT MAY AFFECT FUTURE TAX CHARGES**

Enacted in the Finance Act (No.2) 2015 is a reduction in the corporation tax rate to 17.0% on 1 April 2020. Deferred tax has been provided by reference to this enacted corporation tax rate.

Following the year end, in 2020 Budget, HM Treasury have set their intention not to cut corporation tax beyond 19%, on 1 April 2020.

At 31 December 2019, there was an unprovided deferred tax asset of £911 (2018 - £469) relating to losses carried forward of £5,358 (2018 - £2,760) at the future income tax rate of 17%.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 9. FIXED ASSET INVESTMENTS

	Investment in joint ventures £
COST At 1 January 2019	
At 31 December 2019	1

The company acquired 500 A ordinary shares in 20 Fenchurch Street Developer Limited, representing 50% of the ordinary share capital, for a consideration of £1. The other 50% is owned by Canary Wharf Developments Limited, a subsidiary of Canary Wharf Group plc.

The company also acquired the legal interest in 984,823 A redeemable shares for £1 in 20 Fenchurch Street Developer Limited. The beneficial title to the A redeemable shares was held by LS Fenchurch Development Management Limited. As the holder of the legal interest in the A redeemable shares no value was recognised for such shares.

On 21 May 2019, the A redeemable £1 shares were redeemed. The redemption proceeds have been repaid to the beneficial owner of the shares, LS Fenchuch Development Management Limited and the company's legal interest was cancelled.

#### 10. DEBTORS

	2019 £	2018 £
Redeemable B shares in Fenchurch Street Developer Limited		1,323,513
Amounts owed by Canary Wharf (FS Holdings) Limited Partnership	25,000	25,000
	25,000	1,348,513

On 24 August 2017, the company subscribed for 984,823 B redeemable £1 shares in 20 Fenchurch Street Developer Limited at par. The shares were redeemable following the completion of the development works at 20 Fenchurch Street.

On redemption of the B redeemable shares, the company received an amount calculated as equal to 50% of the available profits of 20 Fenchurch Street Developer Limited.

The shares were therefore treated as a non-standard loan and held at fair value.

On 21 May 2019, the B redeemable £1 shares were redeemed at a total consideration of £1,319,089. The fair value movement on redemption is recognised in the statement of comprehensive income.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### 11. CREDITORS: Amounts falling due within one year

	CALDITORS. Amounts family due within one year		
		2019 £	2018 £
	Amounts owed to group undertakings	2,672	648
	Accruals and deferred income	1,128	1,985
		3,800	2,633
	The amounts due to related parties are repayable on demand and interest free		
12.	FINANCIAL INSTRUMENTS		
		2019 £	2018 £
	FINANCIAL ASSETS		
	Bank current accounts	237,259	238,690
	Financial assets that are debt instruments measured at amortised cost	25,000	25,000
	Financial assets that are equity instruments measured at fair value	<u> </u>	1,323,513
	-	262,259	1,587,203
	FINANCIAL LIABILITIES		
	Financial liabilities measured at amortised cost	(3,800)	(2,633)
			<del></del>
13.	DEFERRED TAXATION		٠ -
			2019
		,	£
	At beginning of year	٠	(57,108)
	Released to profit or loss		57,108
	AT END OF YEAR	<del>-</del>	
	The deferred taxation balance is made up as follows:		
		2019	2018
		£	£
	Tax losses carried forward	-	469
	Revaluation of investment in preference shares	<u>-</u>	(57,577)
	·	<del>-</del>	(57,108)
	ing the second of the second o		

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 14. SHARE CAPITAL

	2019 £	2018 £
Allotted, called up and fully paid		
23,171 (2018 -139,026) A Ordinary shares of £1.00 each	23,171	139,026
18,022 (2018 -108,132) B Ordinary shares of £1.00 each	18,022	108,132
18,022 (2018 -108,132) C Ordinary shares of £1.00 each	18,022	108,132
18,022 (2018 -108,132) D Ordinary shares of £1.00 each	18,022	108,132
	77,237	463,422

All classes of shares rank pari passu in all respects.

On 26 June 2019 the Company approved by special resolution a reduction in share capital of £386,185. The shares were cancelled and extinguished as follows:

- (i) 115,855 fully paid A ordinary shares of £1.00 each in the Capital of the Company
- (ii) 90,110 fully paid B ordinary shares of £1.00 each in the Capital of the Company
- (iii) 90,110 fully paid C ordinary shares of £1.00 each in the Capital of the Company
- (iv) 90,110 fully paid D ordinary shares of £1.00 each in the Capital of the Company

These amounts were approved for distribution to the company's shareholders.

#### 15. RELATED PARTY TRANSACTIONS

At the year end there was an amount of £1,332 (2018 - £648) owed to Canary Wharf Limited relating to invoices paid on behalf of this company. Canary Wharf Limited is consolidated within the same group as a significant shareholder of this company, Canary Wharf (FS Invest) Limited.

During the year the company was billed £5,356 (2018 - £5,162) by Canary Wharf (FS Invest) Limited for administrative services in relation to the 20 Fenchurch Street development. Other amounts outstanding at year end are disclosed in Note 11. Amounts due to the company at the year end are disclosed in Note 9.

#### 16. POST BALANCE SHEET EVENTS

Since 31 December 2019 the UK economy has been significantly impacted by the Covid-19 virus which has caused widespread disruption and economic uncertainty. This is considered to be a non-adjusting post balance sheet event and as at the date of signing, the uncertainty is not expected to give rise to a material impact on the assets, liabilities or performance of the company.

#### 17. CONTROLLING PARTY

The company is owned and controlled by Canary Wharf (FS HoldCo) Limited, which is owned and controlled 30% by Canary Wharf (FS Invest) Limited; 23.33% by Chessboard Sarl, 23.33% by Quatar Holding Netherlands BV and 23.33% by Chengdong Investment Corporation.