

SC MIDCO LIMITED

COMPANY NUMBER 08978699 (ENGLAND AND WALES)

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD FROM 1 SEPTEMBER 2021 TO 31 DECEMBER 2022



SC MIDCO LIMITED
COMPANY INFORMATION

Directors	Mr Foong Seong Khong (Appointed on 1 March 2022) Mr Lim Tai Toon (Appointed on 9 June 2022) Mr Jaspal Singh (Resigned on 9 June 2022) Mr David Mathewson (Resigned on 1 March 2022) Mr Murdo McIlhagger (Resigned on 1 March 2022)
Company number	08978599
Registered office	Kintyre House 70 High Street Fareham Hampshire PO16 7BB United Kingdom
Independent auditor	KPMG Channel Islands Limited Statutory Auditor 37 Esplanade St. Helier Jersey
Business address	16 D'Arblay Street London W1F 8EA
Solicitor	Bryan Cave Leighton Paisner LLP Governors House 5 Laurence Pountney Hill London EC4R 0BR
Bankers	HSBC Bank Plc 8 Canada Square London E14 5HQ

SC MIDCO LIMITED

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SC MIDCO LIMITED

STRATEGIC REPORT

FOR THE PERIOD FROM 1 SEPTEMBER 2021 TO 31 DECEMBER 2022

The Directors present their Strategic report on the affairs of the Company for the period ended 31 December 2022. The directors, in preparing this Strategic report, have complied with s414C of the Companies Act 2006.

Principal activities

The principal activity of the Company continues to be that of a holding company.

Review of the business

The directors report a loss after tax of £13,764 (2021: £8,169).

At 31 December 2022 the Company has net liabilities of £45,527 (31 August 2021: £31,763).

Key performance indicators

The key performance indicator is the value of investments, given that the Company's principal activity is that of a holding company. The Company suffered no investment impairment losses during the period ended 31 December 2022.

Principal risks and uncertainties

The directors consider the principal risks and uncertainties facing the Company to be equivalent to those facing the group, Student Castle Investments Holdco Limited, as outlined within the Strategic report accompanying those consolidated financial statements, which are publicly available, see note 10.

Financial risk management and policies

The financial risk management and policies of the Company are equivalent to those of the group. The use of financial derivatives is governed by the group's policies. The Company has no derivative instruments outstanding at the end of the year.

Employees

The Company has no direct employees in either year.

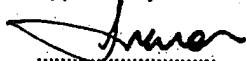
Future developments

The Company will continue to act as a non-trading holding company holding investments in its direct and indirect subsidiaries.

Going concern

Details of going concern can be found in the Directors' Report on page 3.

Approved by the Board of Directors and signed on its behalf by



Mr Lim Tal Toon

Director

Date: 5th December 2023

SC MIDCO LIMITED

DIRECTORS' REPORT

FOR THE PERIOD FROM 1 SEPTEMBER 2021 TO 31 DECEMBER 2022

The directors present their Annual report and audited financial statements for the period ended 31 December 2022.

Directors

The following directors have held office since 1 September 2021 to the date of signing:

Mr Foong Seong Khong (appointed on 1 March 2022)
Mr Lim Tai Toon (appointed on 9 June 2022)
Mr Jaspal Singh (resigned on 9 June 2022)
Mr David Mathewson (resigned on 1 March 2022)
Mr Murdo McIlhagger (resigned on 1 March 2022)

Dividends

No interim dividends were paid during the period (2021: £nil) and the directors do not recommend payment of a final dividend (2021: £nil).

Directors' responsibilities statement

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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.

Statement of disclosure to auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the directors are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the directors 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.

This confirmation is given and should be interpreted in accordance with the provision of S418 of Companies Act 2006.

SC MIDCO LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE PERIOD FROM 1 SEPTEMBER 2021 TO 31 DECEMBER 2022

Going concern

The Group has seen good progress on bookings for the 2023/24 academic year, with booking occupancy at 76% across the portfolio as at 27 February 2023, compared to 60% at the same point a year ago for the 2022/23 academic year. With the stronger occupancies, revenues are expected to exceed pre-COVID 19 levels for Academic Year and the Company continues to be supported by Student Castle Investments Holdco Limited, an intermediate parent company of the Company.

As at 31 December 2022, the Company is in a net current liability position of £45,539 (31 August 2021: £31,775) and a net liability position of £45,527 (31 August 2021: £31,763). This is primarily due to the loans owed to the group undertakings of £33,968. The parent company of the Company, Student Castle Investments Holdco Limited has provided a letter of undertaking stating that the amounts owed will not be recalled within the next 12 months from the signing date of the financial statements and has provided a letter of undertaking stating that they will continue to provide financial support to the Company.

Due to the above factors, the Directors do not believe there to be uncertainty over the going concern of the Company.

Events after the balance sheet date

Details of significant events since the balance sheet date are contained in note 11 to the financial statements.

Financial risk management objectives and policies

Details of future developments can be found in the Strategic Report on page 1.

Future Developments

Details of future developments can be found in the Strategic Report on page 1.

Auditors

The auditor, KPMG Channel Islands Limited is deemed to be reappointed in accordance with Section 487 of the Companies Act 2006.

Approved by the Board of Directors and signed on its behalf by



Mr Lim Tai Toon

Director

Date: 5th December 2023

Independent Auditor's Report to the Member of SC Midco Limited

Our opinion

We have audited the financial statements of SC Midco Limited (the "Company"), which comprise the Balance Sheet as at 31 December 2022, the Statement of Income and Retained Earnings for the period from 1 September 2021 to 31 December 2022, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of the Company's loss for the period from 1 September 2021 to 31 December 2022;
- are properly prepared in accordance with United Kingdom accounting standards, including FRS 102 The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including FRC Ethical Standards. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements (the "going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate; and
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

Independent Auditor's Report to the Member of SC Midco Limited (Continued)

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- enquiring of management as to the Company's policies and procedures to prevent and detect fraud as well as enquiring whether management have knowledge of any actual, suspected or alleged fraud;
- reading minutes of meetings of those charged with governance; and
- using analytical procedures to identify any unusual or unexpected relationships.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because the Company's revenue streams are simple in nature with respect to accounting policy choice, and are easily verifiable to external data sources or agreements with little or no requirement for estimation from management. We did not identify any additional fraud risks.

We performed procedures including

- Identifying journal entries and other adjustments to test based on risk criteria and comparing any identified entries to supporting documentation; and
- incorporating an element of unpredictability in our audit procedures.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general sector experience and through discussion with management (as required by auditing standards), and discussed with management the policies and procedures regarding compliance with laws and regulations.

The Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

The Company is subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of litigation or impacts on the Company's ability to operate. We identified company law as being the area most likely to have such an effect. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

Independent Auditor's Report to the Member of SC Midco Limited (Continued)

In addition, as with any audit, there remains a higher risk of non-detection of fraud, as this may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

The directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial period is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

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

We have nothing to report in these respects.

Respective responsibilities

Directors' responsibilities

As explained more fully in their statement set out on page 2, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

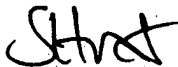
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

Independent Auditor's Report to the Member of SC Midco Limited (Continued)

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's member, 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 member 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 its member, as a body, for our audit work, for this report, or for the opinions we have formed.



Steven Hunt (Senior Statutory Auditor)

For and on behalf of KPMG Channel Islands Limited (Statutory Auditor)

Chartered Accountants

Jersey

06 December 2023

SC MIDCO LIMITED**STATEMENT OF INCOME AND RETAINED EARNINGS****FOR THE PERIOD FROM 1 SEPTEMBER 2021 TO 31 DECEMBER 2022**

		1 September 2021 to 31 December 2022 £	1 September 2020 to 31 August 2021 £
	Note		
Administrative expenses		(16,992)	(10,085)
Loss before tax		(16,992)	(10,085)
Tax credit on loss	4	3,228	1,916
Loss after tax		(13,764)	(8,169)
Retained losses at the beginning of the period / year		(31,774)	(23,605)
Retained losses at the end of the period / year		(45,538)	(31,774)

The statement of income and retained earnings has been prepared on the basis that all operations are continuing operations.

SC MIDCO LIMITED
BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	As at 31 December 2022 £	As at 31 August 2021 £
Fixed assets			
Investments	5	12	12
Current assets			
Debtors	6	1,283	4,290
		1,283	4,290
Creditors: amounts falling due within one year	7	(46,822)	(36,065)
Net current liabilities		(45,539)	(31,775)
Total assets less current liabilities		(45,527)	(31,763)
Net liabilities		(45,527)	(31,763)
Capital and reserves			
Called up share capital	8	11	11
Profit and loss account	9	(45,538)	(31,774)
Shareholders' deficit		(45,527)	(31,763)

The financial statements of SC Midco Limited, registered number: 08978599, were approved and authorised for issue by the Board on 5th December 2023.

Signed on behalf of the Board



Mr Lim Tai Toon
Director

SC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD FROM 1 SEPTEMBER 2021 TO 31 DECEMBER 2022

1. Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the current period and preceding year.

1.1. Standards in issue but not yet effective

The Directors have considered new standards and amendments to published standards that are not yet effective and concluded that they are either not relevant to the Company or that they would not have a material impact on the Company's financial statements.

There have been no new standards adopted in the year which have a significant impact on the Company's financial statements.

1.2. Basis of accounting

SC Midco Limited is a company incorporated in the United Kingdom under the Companies Act 2006.

The Company is a private company limited by shares and is registered in England and Wales. The address of the Company's registered office is shown at the beginning of these accounts.

The principal activities of the Company are set out in the Directors' Report on pages 2 to 4.

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102), and with the Companies Act 2006. The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The functional currency of SC Midco Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates. The financial statements are also presented in pounds sterling.

SC Midco Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it. An exemption has been taken in relation to presentation of a cash flow statement. SC Midco Limited is consolidated in the financial statements of Student Castle Investments Holdco Limited, whose financial statements may be obtained at Kintyre House, 70 High street, Fareham, Hampshire, PO16 7BB or from company house website.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 2.

1.3. Group financial statements

The Company was, at the year end, a wholly owned subsidiary of an EEA large group and in accordance with Section 400 of the Companies Act 2006, is not required to produce, and has not published, consolidated accounts.

1.4. Going Concern

The Company has seen good progress on bookings for the 2023/24 academic year, with booking occupancy at 76% across the portfolio as at 27 February 2023, compared to 60% at the same point a year ago for the 2022/23 academic year. With the stronger occupancies, revenues are expected to exceed pre-COVID 19 levels for Academic Year and the Company continues to be supported by Student Castle Investments Holdco Limited, an intermediate parent company of the Company.

As at 31 December 2022, the Company is in a net current liability position of £45,539 (31 August 2021: £31,775) and a net liability position of £45,527 (31 August 2021: £31,763). This is primarily due to the loans owed to the group undertakings of £33,968. The parent company of the Company, Student Castle Investments Holdco Limited has provided a letter of undertaking stating that the amounts owed will not be recalled within the next 12 months from the signing date of the financial statements and has provided a letter of undertaking stating that they will continue to provide financial support to the Company.

Due to the above factors, the Directors do not believe there to be uncertainty over the going concern of the Company.

SC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD FROM 1 SEPTEMBER 2021 TO 31 DECEMBER 2022

1 Accounting policies (continued)

1.5. Impairment policy

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

Non-financial assets

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Financial assets

For financial assets carried at amortised cost, the amount of impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date. Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

1.6. Investment Income

Investment income represents dividends from subsidiary undertakings. Investment income is recognised as it becomes receivable.

1.7. Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.8. Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by 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 the 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 the financial statements.

A net deferred tax asset is regarded as recoverable and therefore 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 at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

1.9. Wages and Directors' remuneration

The Company has no employees. Directors are remunerated by subsidiaries of Cuscaden Peak Investments Pte Ltd that are outside the Student Castle Group, and they do not receive remuneration specific to services rendered to SC Midco Limited.

SC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD FROM 1 SEPTEMBER 2021 TO 31 DECEMBER 2022

1 Accounting policies (continued)

1.10. Administrative expenses

Administrative expenses comprise of audit and tax fees. Expenses are accounted for on an accruals basis and recognised in the statement of income and retained earnings.

1.11. Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through statement of income and retained earnings, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Debt instruments which meet the following conditions are subsequently measured at amortised cost using the effective interest method:

- a. The contractual return to the holder is (i) a fixed amount; (ii) a positive fixed rate or a positive variable rate; or (iii) a combination of a positive or a negative fixed rate and a positive variable rate.
- b. The contract may provide for repayments of the principal or the return to the holder (but not both) to be linked to a single relevant observable index of general price inflation of the currency in which the debt instrument is denominated, provided such links are not leveraged.
- c. The contract may provide for a determinable variation of the return to the holder during the life of the instrument, provided that (i) the new rate satisfies condition (a) and the variation is not contingent on future events other than (1) a change of a contractual variable rate; (2) to protect the holder against credit deterioration of the issuer; (3) changes in levies applied by a central bank or arising from changes in relevant taxation or law; or (ii) the new rate is a market rate of interest and satisfies condition (a).
- d. There is no contractual provision that could, by its terms, result in the holder losing the principal amount or any interest attributable to the current period or prior periods.
- e. Contractual provisions that permit the issuer to prepay a debt instrument or permit the holder to put it back to the issuer before maturity are not contingent on future events, other than to protect the holder against the credit deterioration of the issuer or a change in control of the issuer, or to protect the holder or issuer against changes in levies applied by a central bank or arising from changes in relevant taxation or law.
- f. Contractual provisions may permit the extension of the term of the debt instrument, provided that the return to the holder and any other contractual provisions applicable during the extended term satisfy the conditions of paragraphs (a) to (c).

Debt instruments that are classified as payable or receivable within one year on initial recognition and which meet the above conditions are measured at the undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

With the exception of some hedging instruments, other debt instruments not meeting these conditions are measured at fair value through statement of income and retained earnings.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

SC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD FROM 1 SEPTEMBER 2021 TO 31 DECEMBER 2022

1. Accounting policies (continued)

1.11. Financial Instruments (continued)

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Fair value measurement

The best evidence of fair value is a quoted price for an identical asset in an active market. When quoted prices are unavailable, the price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If the market is not active and recent transactions of an identical asset on their own are not a good estimate of fair value, the fair value is estimated by using a valuation technique.

2. Critical accounting judgements and key sources of estimation uncertainty

Critical accounting judgements

Going concern

The Company is in a net liability position of £45,527 at the year-end (31 August 2021: £31,763). This is primarily due to the loans owed to the group undertakings of £33,968. The parent company of the Company, Student Castle Investments Holdco Limited has provided a letter of undertaking stating that the amounts owed will not be recalled within the next 12 months from the signing date of the financial statements and has provided a letter of undertaking stating that they will continue to provide financial support to the Company.

Due to the above factors, the Directors do not believe there to be uncertainty over the going concern of the Company and has therefore made the judgement to prepare these financial statements under the going concern basis.

Key sources of estimation uncertainty

In the application of the company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts 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 if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The Directors are of the opinion that there are no key sources of estimation uncertainty during the current year.

SC MIDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE PERIOD FROM 1 SEPTEMBER 2021 TO 31 DECEMBER 2022**

3. Auditor's remuneration	1 September 2021 to 31 December 2022 £	1 September 2020 to 31 August 2021 £
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The analysis of the auditor's remuneration is as follows:

Fees payable to the Company's auditor for the audit of the Company's annual accounts	9,200	6,708
Total audit fees	9,200	6,708

Amounts receivable by the Company's auditor and its associates in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of Student Castle Investments Holdco Limited, an intermediate parent company of the Company (note 10).

4. Tax credit on loss	1 September 2021 to 31 December 2022 £	1 September 2020 to 31 August 2021 £
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The tax credit comprises:

Current tax:

UK corporation tax on loss for the period	(3,228)	(1,916)
	(3,228)	(1,916)

The total tax credit for the period can be reconciled to the loss per the income statement as follows:

Loss before tax	(16,992)	(10,085)
Tax on loss at standard UK corporation tax rate of 19.00% (2021: 19.00%)	(3,228)	(1,916)
Expenses not deductible for tax purposes	-	-
Total tax credit for the period	(3,228)	(1,916)

SC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD FROM 1 SEPTEMBER 2021 TO 31 DECEMBER 2022

5. Fixed asset investments

	Shares in group undertakings and participating interests
	£
Valuation	
At 31 August 2021 and 31 December 2022	12
Net book value	
At 31 December 2022	12
At 31 August 2021	12

Subsidiary undertakings	Country of incorporation	Principal activity	Shares held	%
Student Castle Developments Limited*	England and Wales	Holding company	Ordinary	100
SC Walmgate Limited	England and Wales	Property development	Ordinary	100
SC Walmgate Management Limited	England and Wales	Property management	Ordinary	100
SC Mitchams Corner Limited	England and Wales	Property development	Ordinary	100
SC Mitchams Corner Management Limited	England and Wales	Property management	Ordinary	100
SC Pulteney Road Limited	England and Wales	Property development	Ordinary	100
SC Pulteney Road Management Limited	England and Wales	Property development and management	Ordinary	100
SC Causewayside Limited	England and Wales	Property development and management	Ordinary	100
SC Claypath Limited	England and Wales	Property development	Ordinary	100
SC Claypath Management Limited	England and Wales	Property development and management	Ordinary	100

* Held directly by SC Midco Limited

The registered address of all subsidiary undertakings is Kintyre House, 70 High Street, Fareham, Hampshire, England, PO16 7BB.

SC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD FROM 1 SEPTEMBER 2021 TO 31 DECEMBER 2022

6. Debtors

	As at 31 December 2022 £	As at 31 August 2021 £
Amounts owed by group undertakings and undertakings in which the Company has a participating interest	1,101	4,289
Other debtors	182	1
	<u>1,283</u>	<u>4,290</u>

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

7. Creditors: amounts falling due within one year

	As at 31 December 2022 £	As at 31 August 2021 £
Amounts owed to group undertakings and undertakings in which the Company has a participating interest	33,968	28,613
Other creditors	2	2
Accruals	12,852	7,450
	<u>46,822</u>	<u>36,065</u>

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand

8. Called-up share capital

	As at 31 December 2022 £	As at 31 August 2021 £
Allotted, called-up and fully-paid 11 Ordinary shares of £1 each	11	11
	<u>11</u>	<u>11</u>

The ordinary shares carry equal voting rights.

9. Reserves

Profit and loss account – this reserve records retained earnings and accumulated losses.

SC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD FROM 1 SEPTEMBER 2021 TO 31 DECEMBER 2022

10. Control

The direct parent entity is Student Castle Investments Holdco Limited whose registered address is stated below. The immediate holding company is Cuscaden Peak Investments Pte Ltd (formerly known as Singapore Press Holdings Limited, a company incorporated in Singapore listed on the Singapore stock exchange). The ultimate holding company is Cuscaden Peak Pte Ltd.

The Company's results are included in the consolidated financial statements of Student Castle Investments Holdco Limited, whose financial statements can be obtained from their registered address at Kintyre House, 70 High Street, Fareham, Hampshire, PO16 7BB. This is the smallest group into which the results of the Company are consolidated.

11. Post Balance sheet events

There were no post balance sheet events identified that require adjustment or disclosure in the financial statements.

12. Related party relationships and transactions

The Company has taken advantage of the exemption available under FRS 102, Section 33: Related Party Disclosures whereby it has not disclosed transactions with the ultimate parent company, Cuscaden Peak Pte Ltd or any wholly owned subsidiary undertakings of the group.

13. Change of year end

The financial year end of the Company was changed from 31 August to 31 December so as to coterminous with the year end of its ultimate holding company. Accordingly, the current financial statements are prepared for 16 months from 1 September 2021 to 31 December 2022 and as a result, the comparative figures stated in the statement of income and retained earnings and related notes are not comparable..