

COMPANY REGISTRATION NUMBER: 9647110

Shojin Property Partners Limited

Financial Statements

30 June 2022

Shojin Property Partners Limited

Financial Statements

Year ended 30 June 2022

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Shojin Property Partners Limited

Director's Report

Year ended 30 June 2022

The director presents his report and the financial statements of the company for the year ended 30 June 2022 .

Director

The director who served the company during the year was as follows:

Mr J D Ondhia

Director's responsibilities statement

The director is responsible for preparing the director's report and the financial statements in accordance with applicable law and regulations. Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss of the company for that period. In preparing these financial statements, the director is required to: - select suitable accounting policies and then apply them consistently; - make judgments and accounting estimates that are reasonable and prudent; - prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business. The director is 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. He is 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. Auditor

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

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and - they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This report was approved by the board of directors on 30 November 2022 and signed on behalf of the board by:

Mr J D Ondhia

Director

Registered office:

Suite 1

First Floor

1 Duchess Street

London

W1W 6AN

Shojin Property Partners Limited

Independent Auditor's Report to the Members of Shojin Property Partners Limited

Year ended 30 June 2022

Opinion

We have audited the financial statements of Shojin Property Partners Limited (the 'company') for the year ended 30 June 2022 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice). In our opinion the financial statements: - give a true and fair view of the state of the company's affairs as at 30 June 2022 and of its profit for the year then ended; - have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; - have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

In forming our opinion, we have also considered the adequacy of the disclosure made in note 3 of the financial statements concerning the liabilities of the company and the availability of the funds to fulfill the company's obligations. In view of the significance of this matter we consider that it should be drawn to your attention but our opinion is not qualified in this respect.

Other information

Whilst we have been able to obtain sufficient appropriate audit evidence to ensure that the opening balances do not contain misstatements, we are not aware of any possible material misstatement that could materially affect the current period's financial statements. Therefore it is important to draw the attention of users of the financial statements that the comparative figures are unaudited.

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the director's report. We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion: - adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or - the financial statements are not in agreement with the accounting records and returns; or - certain disclosures of director's remuneration specified by law are not made; or - we have not received all the information and explanations we require for our audit; or - the director was not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the director's report and from the requirement to prepare a strategic report.

Responsibilities of the director

As explained more fully in the director's responsibilities statement, the director is 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 director determines 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 director is 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 director either intends to liquidate the company or to cease operations, or has 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. Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below: The extent to which the audit was considered capable of detecting irregularities including fraud Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows: - the engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations; - we identified the laws and regulations applicable to the company through discussions with directors and other management, and from our commercial knowledge and experience of the sector; - we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operation of the company, including the Companies Act 2006, taxation legislation, data protection, employment, environmental and health and safety legislation; - we assessed the extent of non-compliance with the laws and regulations indemnified above through making enquiries of management and inspecting legal correspondence We assess the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by: - making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected, and alleged fraud; - considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations; and - understanding the design of the company's remuneration policies. To address the risk of fraud through management bias and override of controls, we: - performed analytical review procedures to identify any unusual or unexpected relationships; - tested journal entries to identify unusual transactions; - assessed whether judgements and assumptions made in determining the accounting estimates were indicative of potential bias; and - investigated the rationale behind significant or unusual transactions In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to: - agreeing the financial disclosures to underlying supporting documentation; - reading the minutes of meetings of those charged with governance; - inquiring of management as to actual or potential litigation and claims; and - reviewing correspondence with HMRC and the company's legal advisors. Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation. A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/Our-Work/Audit/Audit-and-assurance/Standards-and-guidance/Standards-and-guidance-for-auditors/Auditors-responsibilities-for-audit/Description-of-auditors-responsibilities-for-audit.aspx. This description forms part of our auditor's report. As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also: - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control. - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the director. - Conclude on the appropriateness of the director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required

to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern. - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. 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.

Paul Mattei

(Senior Statutory Auditor)

For and on behalf of

Leaman Mattei

Chartered accountants & statutory auditor

Suite 1, First Floor

1 Duchess Street

London

W1W 6AN

30 November 2022

Shojin Property Partners Limited

Statement of Comprehensive Income

Year ended 30 June 2022

		2022	2021
	Note	£	£
Turnover		2,096,607	899,678
Cost of sales		(662,959)	(126,150)
Gross profit		1,433,648	773,528
Administrative expenses		(899,273)	(726,058)
Other operating income		—	163,452
Operating profit		534,375	210,922
Exceptional items		—	(40,500)
Interest payable and similar expenses		(683,406)	(580,687)
Loss before taxation	6	(149,031)	(410,265)
Tax on loss		720,000	—
Profit/(loss) for the financial year and total comprehensive income		570,969	(410,265)

All the activities of the company are from continuing operations.

The company has no other recognised items of income and expenses other than the results for the year as set out above.

Shojin Property Partners Limited

Statement of Financial Position

30 June 2022

		2022	2021
	Note	£	£
Fixed assets			
Intangible assets	7	256,575	301,853
Investments	8	42,704	60,307
		<u>299,279</u>	<u>362,160</u>
Current assets			
Debtors	9	4,826,587	2,008,198
Cash at bank and in hand		104,093	203,947
		<u>4,930,680</u>	<u>2,212,145</u>
Creditors: amounts falling due within one year	10	(3,156,171)	(2,885,018)
Net current assets/(liabilities)		<u>1,774,509</u>	<u>(672,873)</u>
Total assets less current liabilities		<u>2,073,788</u>	<u>(310,713)</u>
Creditors: amounts falling due after more than one year	11	(5,591,269)	(3,777,737)
Net liabilities		<u>(3,517,481)</u>	<u>(4,088,450)</u>

Shojin Property Partners Limited

Statement of Financial Position *(continued)*

30 June 2022

	Note	2022 £	2021 £
Capital and reserves			
Called up share capital		560	560
Share premium account		1,650,195	1,650,195
Profit and loss account		(5,168,236)	(5,739,205)
		-----	-----
Shareholders deficit		(3,517,481)	(4,088,450)
		-----	-----

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with Section 1A of FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

These financial statements were approved by the board of directors and authorised for issue on 30 November 2022, and are signed on behalf of the board by:

Mr J D Ondhia

Director

Company registration number: 9647110

Shojin Property Partners Limited

Statement of Changes in Equity

Year ended 30 June 2022

	Called up share capital	Share premium account	Profit and loss account	Total
	£	£	£	£
At 1 July 2020	560	1,650,195	(4,748,940)	(3,098,185)
Loss for the year			(410,265)	(410,265)
	---	-----	-----	-----
Total comprehensive income for the year	—	—	(410,265)	(410,265)
Redemption of shares	—	—	(580,000)	(580,000)
	---	-----	-----	-----
Total investments by and distributions to owners	—	—	(580,000)	(580,000)
At 30 June 2021	560	1,650,195	(5,739,205)	(4,088,450)
Profit for the year			570,969	570,969
	---	-----	-----	-----
Total comprehensive income for the year	—	—	570,969	570,969
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At 30 June 2022	560	1,650,195	(5,168,236)	(3,517,481)
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Shojin Property Partners Limited

Notes to the Financial Statements

Year ended 30 June 2022

1. General information

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is Suite 1, First Floor, 1 Duchess Street, London, W1W 6AN.

2. Statement of compliance

These financial statements have been prepared in compliance with Section 1A of FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

3. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in sterling, which is the functional currency of the entity.

Other income

Other income comprises the government grants received and receivable under the accrual model as permitted by FRS 102. Grants of a revenue nature are recognised in the income statement in the same period as the related expenditure.

Going concern

The directors have considered the current and future cash flow requirement of the business and believed that income from current commercial activities will be sufficient to meet these requirements. Accordingly, the directors consider it appropriate to prepare the accounts on a going concern basis.

Consolidation

The company has taken advantage of the option not to prepare consolidated financial statements contained in Section 398 of the Companies Act 2006 on the basis that the company and its subsidiary undertakings comprise a small group.

Revenue recognition

Turnover is comprised of the commission and profit share arising from the investment in the real estate sector. Revenue is recognised when the significant risks and rewards of ownership have transferred to the company; it is probable that the economic benefits will flow to the company; the amount of revenue can be reliably measured and the costs incurred or to be incurred in respect of the transactions can be measured reliably.

Exceptional items

Exceptional items are disclosed separately in the financial statements in order to provide further understanding of the financial performance of the entity. They are material items of income or expense that have been shown separately because of their nature or amount.

Income tax

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively. Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

Foreign currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to the profit and loss account.

Intangible assets

Intangible assets are initially recorded at cost, and are subsequently stated at cost less any accumulated amortisation and impairment losses. Any intangible assets carried at revalued amounts, are recorded at the fair value at the date of revaluation, as determined by reference to an active market, less any subsequent accumulated amortisation and subsequent accumulated impairment losses.

Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful life of that asset as follows:

Development Costs - 15% reducing balance

If there is an indication that there has been a significant change in amortisation rate, useful life or residual value of an intangible asset, the amortisation is revised prospectively to reflect the new estimates.

Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

Financial instruments

The company only enters in to basic financial instrument transactions that result in the recognition of financial assets and liabilities like, loans from banks and other third parties, loans to related parties and investment in ordinary shares.

Defined contribution plans

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund. When contributions are not expected to be settled wholly within 12 months of the end of the reporting date in which the employees render the related service, the liability is measured on a discounted present value basis. The unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

4. Employee numbers

The average number of persons employed by the company during the year amounted to 4 (2021: 4).

5. Exceptional items

	2022	2021
	£	£
Exceptional amounts written off current assets	—	(40,500)

The exceptional items shown in the accounts relate to the write back of loans.

6. Profit before taxation

Profit before taxation is stated after charging:

	2022	2021
	£	£
Amortisation of intangible assets	45,278	53,268

7. Intangible assets

	Development costs
	£
Cost	
At 1 July 2021 and 30 June 2022	572,684
Amortisation	
At 1 July 2021	270,831
Charge for the year	45,278
At 30 June 2022	316,109
Carrying amount	
At 30 June 2022	256,575
At 30 June 2021	301,853

8. Investments

	Shares in group undertakings £
Cost	
At 1 July 2021	60,307
Disposals	(17,603)

At 30 June 2022	42,704

Impairment	
At 1 July 2021 and 30 June 2022	—

Carrying amount	
At 30 June 2022	42,704

At 30 June 2021	60,307

9. Debtors

	2022	2021
	£	£
Trade debtors	8,548	34,445
Amounts owed by group undertakings and undertakings in which the company has a participating interest	912,371	937,866
Other debtors	3,905,668	1,035,887
	-----	-----
	4,826,587	2,008,198
	-----	-----

10. Creditors: amounts falling due within one year

	2022	2021
	£	£
Trade creditors	44,948	101,203
Amounts owed to group undertakings and undertakings in which the company has a participating interest	302,470	195,149
Social security and other taxes	148,068	66,347
Corporate bonds and other loans	1,966,394	2,405,012
Other creditors	694,291	117,307
	-----	-----
	3,156,171	2,885,018
	-----	-----

11. Creditors: amounts falling due after more than one year

	2022	2021
	£	£
Amounts owed to group undertakings and undertakings in which the company has a participating interest	3,269,471	—
Corporate bonds and other loans	1,882,903	3,502,409
Other creditors	438,895	275,328
	-----	-----
	5,591,269	3,777,737
	-----	-----

12. Related party transactions

The company had the following balances with the related parties: Included within debtors: £ Shojin Penang PICC 97,861 Shojin Southend Limited 51,000 Shojin Landmark Place Limited 65,522 Shojin Soar Limited 175,750 Shojin TSN Limited 21,582 Invextra Limited 117,330 Shojin Reading Limited 84,620 Shojin Clyde Limited 46,349 Shojin Asia Limited 220,096 Shojin Marble Street Limited 32,259 Included within creditors due within one year: £ Shojin London Bridge Mezz Limited 42,825 Swinton Street Studios Limited 40,204 Canute Road Apartment Limited 49,979 Shojin Financial Services Limited 74,952 Shojin Landmark Place Mezz Limited 123 Southend Mezz Limited 34,455 Southend Mezz Co II Limited 13,381 Shojin Reading Mezz Limited 16,551 Shojin Reading Limited 30,000 Included within creditors due after more than one year: £ Shojin Capital Limited 438,895 Shojin Property Holdings Limited 3,269,471

13. Parent company

Shojin Property Partners is a 100% owned subsidiary of Shojin Property Holdings Limited. The parent undertaking, Shojin Property Holdings Limited registered office address is 3rd Floor, Lansdown House, 57 Berkeley Square, London, England, W1J 6ER.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.