

Registration number: 09715586

# Scarborough Thorpe Park Holdings Limited

Annual Report and Financial Statements

for the Year Ended 28 February 2022

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# **Scarborough Thorpe Park Holdings Limited**

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## **Scarborough Thorpe Park Holdings Limited**

### **Company Information**

<b>Directors</b>	S C McCabe
	J J Tutton
	R Aihemaitijiang
	J Chao
<b>Company secretary</b>	Esplanade Secretarial Services Limited
<b>Registered office</b>	Europa House 20 Esplanade Scarborough YO11 2AQ
<b>Auditors</b>	Mazars LLP 5th Floor 3 Wellington Place Leeds LS1 4AP

## **Scarborough Thorpe Park Holdings Limited**

### **Directors' Report for the Year Ended 28 February 2022**

The directors present their report and the financial statements for the year ended 28 February 2022.

#### **Directors of the company**

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

S C McCabe

J J Tutton

R Aihemaitijiang

J Chao

#### **Dividends**

The directors recommend a final dividend payment of £nil (2021: £nil) be made in respect of the financial year ended 28 February 2022.

#### **Impact of Brexit upon the Company**

The Directors have considered the impact of the withdrawal of the United Kingdom from the EU and have not identified any significant impact on the business.

#### **Impact of COVID-19 Coronavirus upon the Company**

The Directors have considered the impact of COVID-19 virus upon the company and not identified any material impact.

#### **Going concern**

The Directors assessment of the going concern status of the company is detailed in note 2 of these financial statements.

#### **Disclosure of information to the auditors**

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

#### **Reappointment of auditors**

Mazars LLP continue in office in accordance with section 487(2) Companies Act 2006.

#### **Small companies provision statement**

This report has been prepared in accordance with the small companies regime under the Companies Act 2006.

Sep 21, 2022

Approved by the Board on ..... and signed on its behalf by:

Jeremy Tutton

Jeremy Tutton (Sep 21, 2022 14:05 GMT+1)

.....  
J J Tutton

for and on behalf of Esplanade Secretarial Services Limited  
Company Secretary

## **Scarborough Thorpe Park Holdings Limited**

### **Statement of Directors' Responsibilities**

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 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 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 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.

## **Scarborough Thorpe Park Holdings Limited**

### **Independent Auditor's Report to the Members of Scarborough Thorpe Park Holdings Limited**

#### **Opinion**

We have audited the financial statements of Scarborough Thorpe Park Holdings Limited (the 'company') for the year ended 28 February 2022, which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, and the Notes to the Financial Statements, 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 Financial Reporting Standard, 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 28 February 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

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

#### **Conclusions relating to going concern**

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

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

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

#### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

## **Scarborough Thorpe Park Holdings Limited**

### **Independent Auditor's Report to the Members of Scarborough Thorpe Park Holdings Limited**

#### **Opinion on other matter 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.

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

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

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

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

#### **Responsibilities of directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, 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.

## **Scarborough Thorpe Park Holdings Limited**

### **Independent Auditor's Report to the Members of Scarborough Thorpe Park Holdings Limited**

#### **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.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

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.

Based on our understanding of the company and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: employment regulation, health and safety regulation, anti-money laundering regulation.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- inquiring of management and, where appropriate, those charged with governance, as to whether the company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- considering the risk of acts by the company which were contrary to applicable laws and regulations, including fraud.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as tax legislation, pension legislation and the Companies Act 2006.

In addition, we evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of management override of controls, and determined that the principal risks related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates including the carrying value of investments and significant one-off or unusual transactions.



## **Scarborough Thorpe Park Holdings Limited**

### **Independent Auditor's Report to the Members of Scarborough Thorpe Park Holdings Limited**

Our audit procedures in relation to fraud included but were not limited to:  
making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;

- gaining an understanding of the internal controls established to mitigate risks related to fraud;
- discussing amongst the engagement team the risks of fraud; and
- addressing the risks of fraud through management override of controls by performing journal entry testing.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

#### **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.

Ashley Barraclough

Ashley Barraclough (Sep 23, 2022 15:27 GMT+1)

.....  
Ashley Barraclough (Senior Statutory Auditor)  
For and on behalf of Mazars LLP,  
Chartered Accountants and Statutory Auditor

5th Floor  
3 Wellington Place  
Leeds  
LS1 4AP

Sep 23, 2022  
Date:.....

## Scarborough Thorpe Park Holdings Limited

### Profit and Loss Account for the Year Ended 28 February 2022

	Note	2022 £	2021 £
Operating profit/(loss)	3	-	-
Amounts written off investments	3	(2,633,000)	(19,867,000)
		<u>(2,633,000)</u>	<u>(19,867,000)</u>
Loss before tax		(2,633,000)	(19,867,000)
Taxation	7	-	-
Loss for the financial year		<u>(2,633,000)</u>	<u>(19,867,000)</u>

The above results were derived from continuing operations.

The company has no recognised gains or losses for the year other than the results above.

**Scarborough Thorpe Park Holdings Limited**

**Statement of Comprehensive Income for the Year Ended 28 February 2022**

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Loss for the year	<u>(2,633,000)</u>	<u>(19,867,000)</u>
Total comprehensive loss for the year	<u><u>(2,633,000)</u></u>	<u><u>(19,867,000)</u></u>

# Scarborough Thorpe Park Holdings Limited

(Registration number: 09715586)  
Balance Sheet as at 28 February 2022

	Note	2022 £	2021 £
<b>Fixed assets</b>			
Investments	8	-	2,633,000
<b>Current assets</b>			
Debtors	9	24,918	12,008
<b>Creditors: Amounts falling due within one year</b>	10	<u>(24,918)</u>	<u>(12,008)</u>
<b>Net current assets/(liabilities)</b>		<u>-</u>	<u>-</u>
<b>Net assets</b>		<u>-</u>	<u>2,633,000</u>
<b>Capital and reserves</b>			
Called up share capital	11	22,500,000	22,500,000
Profit and loss account	12	<u>(22,500,000)</u>	<u>(19,867,000)</u>
<b>Shareholders' funds</b>		<u>-</u>	<u>2,633,000</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

Sep 21, 2022

Approved and authorised by the Board on ..... and signed on its behalf by:

Jeremy Tutton

Jeremy Tutton (Sep 21, 2022 14:05 GMT+1)

.....

J J Tutton  
Director

The notes on pages 12 to 17 form an integral part of these financial statements.

# **Scarborough Thorpe Park Holdings Limited**

## **Statement of Changes in Equity for the Year Ended 28 February 2022**

	Share capital £	Profit and loss account £	Total £
At 1 March 2021	22,500,000	(19,867,000)	2,633,000
Loss for the year	-	(2,633,000)	(2,633,000)
Total comprehensive loss	-	(2,633,000)	(2,633,000)
At 28 February 2022	<u>22,500,000</u>	<u>(22,500,000)</u>	<u>-</u>

	Share capital £	Profit and loss account £	Total £
At 1 March 2020	22,500,000	-	22,500,000
Loss for the year	-	(19,867,000)	(19,867,000)
Total comprehensive loss	-	(19,867,000)	(19,867,000)
At 28 February 2021	<u>22,500,000</u>	<u>(19,867,000)</u>	<u>2,633,000</u>

The notes on pages 12 to 17 form an integral part of these financial statements.

## **Scarborough Thorpe Park Holdings Limited**

### **Notes to the Financial Statements for the Year Ended 28 February 2022**

#### **1 General information**

The company is a private company limited by share capital, incorporated in England and Wales, company registration 9715586.

The address of its registered office is:

Europa House  
20 Esplanade  
Scarborough  
YO11 2AQ

The principal place of business is:

Building 3125  
Century Way  
Thorpe Park  
Leeds  
LS15 8ZB

#### **Principal Activity**

The principal activity of the company is holding company.

#### **2 Accounting policies**

##### **Statement of compliance**

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

##### **Basis of preparation**

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value. They are presented in GBP and are rounded to the nearest pound.

##### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **Summary of disclosure exemptions**

The company has taken advantage of the exemptions, under FRS102 paragraph 1.12(b) from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Scarborough Group International Limited, includes the company's cash flows in its own consolidated financial statements.

The company has taken the exemption under FRS 102 paragraph 1.12(c) from disclosing the carrying value of financial instruments not measured at fair value on the basis that it is a qualifying entity and its ultimate parent company, Scarborough Group International Limited, discloses the carrying value of financial instruments in its own consolidated financial statements.

## **Scarborough Thorpe Park Holdings Limited**

### **Notes to the Financial Statements for the Year Ended 28 February 2022**

#### **Critical accounting estimates and judgements**

##### *Impairment of Investments*

In considering the carrying value of the investments the directors have assessed the value of the underlying assets to determine if a provision is required. Refer to Note 8 for impairment provisions recognised due to decrease in subsidiary's net asset valuation.

##### **Going concern**

These financial statements have been prepared on a going concern basis as the immediate parent company, Scarborough Premier Developments Limited, as the largest creditor of the company, has confirmed in writing that it will continue to provide financial support for the foreseeable future to the company and will not seek repayment of amounts due from the company unless it is able to do so. The Directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The Directors have considered the impact of COVID-19 virus upon the company and not identified any material impact. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

##### **Tax**

The tax expense for the period comprises current tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates taxable income

##### **Investments**

Investments in subsidiary undertakings are held at cost less any provision for impairment. Investments in joint ventures and associates are held at cost less any provision for impairment.

##### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

##### **Trade debtors**

Trade debtors are amounts due from customers for services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

##### **Trade creditors**

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

## Scarborough Thorpe Park Holdings Limited

### Notes to the Financial Statements for the Year Ended 28 February 2022

#### Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

#### Financial Instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and loans to related parties.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

#### 3 Operating profit

Arrived at after charging

	2022	2021
	£	£
Written off fixed asset investments	<u>2,633,000</u>	<u>19,867,000</u>

#### 4 Particulars of employees

The average number of employees (excluding directors) during the year was nil (2021: nil).

#### 5 Directors' remuneration

No emoluments were paid to the directors during the year (2021: £nil).

#### 6 Auditors' remuneration

Fees for the audit of the financial statements and all other non audit services of £700 were borne by Scarborough Management Limited.



## Scarborough Thorpe Park Holdings Limited

### Notes to the Financial Statements for the Year Ended 28 February 2022

#### 7 Taxation

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2021 - higher than the standard rate of corporation tax in the UK) of 19% (2021 - 19%).

The differences are reconciled below:

	2022 £	2021 £
Loss before tax	<u>(2,633,000)</u>	<u>(19,867,000)</u>
Corporation tax at standard rate	(500,270)	(3,774,730)
Effect of expense not deductible in determining taxable profit (tax loss)	500,270	3,774,730
Deferred tax expense not recognised	-	725
Remeasurement of deferred tax credit for changes in tax rates	<u>-</u>	<u>(725)</u>
Total tax charge/(credit)	<u>-</u>	<u>-</u>

The company has an estimated unrecognised deferred tax asset of £136,238 (2021:£7,000) which has not been recognised due to uncertainty over the asset's recoverability.

Changes to the UK corporation tax rates were announced as part of the Finance Bill 2021. The rate applicable from 1 April 2021 remains at 19% with an increase to 25% from 1 April 2023. These rates have been taken into consideration when calculating tax and any deferred tax balances at the reporting date.

#### 8 Investments in joint ventures

	2022 £	2021 £
Investments in joint ventures	<u>-</u>	<u>2,633,000</u>
<b>Joint ventures</b>		<b>£</b>
<b>Cost</b>		
At 1 March 2021		<u>22,500,000</u>
At 28 February 2022		<u>22,500,000</u>
<b>Provision</b>		
At 1 March 2021		19,867,000
Provision		<u>2,633,000</u>
At 28 February 2022		<u>22,500,000</u>
<b>Carrying amount</b>		
At 28 February 2022		<u>-</u>
At 28 February 2021		<u>2,633,000</u>

# Scarborough Thorpe Park Holdings Limited

## Notes to the Financial Statements for the Year Ended 28 February 2022

### Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Country of incorporation	Proportion of voting rights and shares held	
		2022	2021

### Joint ventures

Thorpe Park Holdings Limited	England and Wales	Ordinary	50%	50%
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The principal activity of Thorpe Park Holdings Limited is that of a holding company.

The registration office of Thorpe Park Holdings Limited is Europa House, 20 Esplanade, Scarborough, YO11 2AQ.

### 9 Debtors

	2022 £	2021 £
Other debtors	<u>24,918</u>	<u>12,008</u>

### 10 Creditors

	2022 £	2021 £
Due within one year		
Other payables	<u>24,918</u>	<u>12,008</u>

### 11 Share capital

#### Allotted, called up and fully paid shares

	2022		2021	
	No.	£	No.	£
Ordinary 'A' Shares of £1 each	13,500,000	13,500,000	13,500,000	13,500,000
Ordinary 'B' Shares of £1 each	<u>9,000,000</u>	<u>9,000,000</u>	<u>9,000,000</u>	<u>9,000,000</u>
	<u>22,500,000</u>	<u>22,500,000</u>	<u>22,500,000</u>	<u>22,500,000</u>

Each share has full rights in the company with respect to voting, dividends and distribution.

## **Scarborough Thorpe Park Holdings Limited**

### **Notes to the Financial Statements for the Year Ended 28 February 2022**

#### **12 Reserves**

Profit and loss account reserves represent accumulated losses after tax.

#### **13 Related party transactions**

The Company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned, in accordance with Section 33 of FRS 102.

#### **14 Parent and ultimate parent undertaking**

The company is controlled by the immediate parent company, Scarborough Premier Developments Limited, a company registered in England and Wales.

The ultimate parent company is Scarborough Group International Limited, a company registered in Scotland. Scarborough Group International Limited is the parent undertaking of the smallest and largest group for which accounts are drawn up and of which the company is a member. These financial statements are available upon request from c/o Pinsent Masons, 13 Queens Road, Aberdeen, Scotland AB15 4YL.

The ultimate controlling party is K C McCabe.