

Registered number: 10163106

Star Tech NG PLC

Annual report and financial statements

For the period ended 31 December 2016

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COMPANIES HOUSE

Star Tech NG PLC

Company Information

Directors

M Burne
I Wallis

Company secretary

H Karani

Registered number

10163106

Registered office

Third Floor
24 Chiswell Street
London
EC1Y 4YX

Independent auditors

Kreston Reeves LLP
Statutory Auditors & Chartered Accountants
Third Floor
24 Chiswell Street
London
EC1Y 4YX

Star Tech NG PLC

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Star Tech NG PLC

Directors' report

For the period ended 31 December 2016

The directors present their report and the financial statements for the period ended 31 December 2016.

Principal activity

The Company was incorporated on 5 May 2016 and principal activity since this date has been that of investment in start-up technology companies.

Directors

The directors who served during the period were:

M Burne (appointed 5 May 2016)

I Wallis (appointed 5 May 2016)

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Results and dividends

The loss for the period, after taxation, amounted to £56,585.

Future developments

The company is actively investigating the establishment of a regulated investment fund to be managed by a newly incorporated subsidiary or related entity and believes that this will be highly attractive to potential investors.

It will continue to expand its areas of operation as resources permit.

Directors' report (continued)
For the period ended 31 December 2016

Disclosure of information to auditors

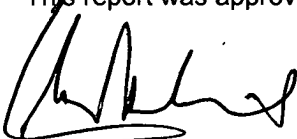
Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

The auditors, Kreston Reeves LLP, who were appointed on 13 July 2017, will be proposed for reappointment in accordance with section 489 of the Companies Act 2006.

This report was approved by the board on 17 August 2017 and signed on its behalf.

A handwritten signature in black ink, appearing to read 'I Wallis', is written over a horizontal line.

I Wallis
Director

Star Tech NG PLC

Strategic report

For the period ended 31 December 2016

Introduction

The directors present their report and the financial statements for the period from incorporation on 5 May 2016 to 31 December 2016.

Business review

The company was incorporated to exploit the growing market for investing in private technology companies through secondary share transactions. Its activities might encompass principal investing, investment management and share transaction brokerage.

Initially, it intends to focus its activities on principal investing in secondary share sales by existing shareholders in its target companies which have received several rounds of funding from major venture firms and are well on their way to either an exit via a trade sale or an initial public offering or by investing in special purpose vehicles, established by licensed investment managers to pool investors' money into such companies.

During the period the company researched the US secondary market in private technology company shares and established relationships with several dealing platforms and investment banks that act as FINRA licensed broker dealers to facilitate these secondary transactions.

In December 2016 Star Tech NG PLC committed US\$500,000 to make its first investment in a special purpose vehicle established in Delaware, US which would be investing in a target portfolio of over a dozen private technology companies. This special purpose vehicle closed its fund raising round on 31 March 2017 and began investing in its target portfolio. At the balance sheet date the commitment is shown in 'Other Debtors' in Note 10 to the financial statements.

The company did not earn any revenue during the period and made a loss before tax of £56,585.

Since the period end the Company has made further investments through different structures to expand and diversify its portfolio.

Principal risks and uncertainties

The management of the business and execution of the Company's strategy are subject to a number of risks.

Risks are reviewed by the Board and appropriate processes are put in place to mitigate them. If more than one event occurred it is possible that the effects would compound the adverse impact on the Company.

Concentration Risk

The Company investment strategy exposes it to concentration risk or lack of diversification within its portfolio and to counterparty risk when investing through special purpose structures established and managed by US licensed broker dealers. The Board regularly reviews its investment portfolio and considers opportunities for further diversification.

Financial Risk Management

The Company's operations expose it to a variety of financial risks that include the effect of changes in foreign currency exchange rates, principally the US dollar, credit risk and liquidity risk. The Company does not use derivative financial instruments to manage foreign exchange risk and, as such, no hedge accounting is applied. The main financial risk for the Company is liquidity risk. Until it realises investments at a profit or generates income from other activities it is reliant on its controlling shareholder to meet its financial obligations.

Strategic report

For the period ended 31 December 2016

Principal risks and uncertainties (continued)

Loss in value of Investments Risk

The Company invests passively in minority positions, either directly or indirectly, in private technology companies, mainly based in the US, and does not exert control or influence over its investments. Although in the US there is an established secondary or grey market in these companies this is an 'over the counter' or 'matched bargain' arrangement without a price quote on a recognised investment exchange or a market maker providing liquidity.

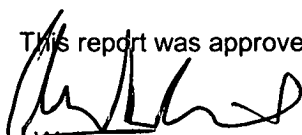
Consequently before a liquidity event, such as where an investee company is acquired by a trade buyer or an initial public offering occurs, there is no guarantee that the Company can realise its investments on a timely basis in the secondary market, which would be subject to private market demand.

The price paid by the Company for its investments is negotiated with the seller through licensed broker dealers. Private companies in the US are under no obligation to share financial information with potential investors or shareholders and the availability of reliable financial information on potential investments or its existing investments is limited. The Company's directors, who are experienced venture and private equity investors, rely on data rooms, where provided, or specialist research reports, where available, and publicly available information to inform their investment decisions.

Financial key performance indicators

The Board monitors the activities and performance of the Company on a regular basis. During the period to 31 December 2016, the key aspect monitored was the Company's working capital requirement, both its current cash balance against its financial commitments and forecast operating expenditure.

This report was approved by the board on 17 August 2017 and signed on its behalf.



I Wallis
Director

Independent auditors' report to the shareholders of Star Tech NG PLC

We have audited the financial statements of Star Tech NG PLC for the period ended 31 December 2016, set out on pages 7 to 17. The relevant financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 Auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and Auditors

As explained more fully in the Directors' responsibilities statement on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic report and the Directors' report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 and of its loss for the period 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.

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 Strategic report and the Directors' report for the financial period for which the financial statements are prepared is consistent with those financial statements and such reports have been prepared in accordance with applicable legal requirements.

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 Strategic report and the Directors' report.

Independent auditors' report to the shareholders of Star Tech NG PLC (continued)

Matters on which we are required to report by exception

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

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



Stephen Tanner BSc(Econ) FCA (Senior Statutory Auditor)

for and on behalf of

Kreston Reeves LLP

Statutory Auditors and Chartered Accountants

Third Floor

24 Chiswell Street

London

EC1Y 4YX

17 August 2017

Star Tech NG PLC

Profit and loss account For the period ended 31 December 2016

	Note	2016 £
Administrative expenses		(56,585)
Operating loss	4	(56,585)
Tax on loss		-
Loss for the financial period		(56,585)

There was no other comprehensive income for 2016.

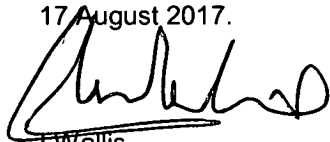
The notes on pages 11 to 17 form part of these financial statements.

Star Tech NG PLC
Registered number: 10163106

Balance sheet
As at 31 December 2016

	Note	2016 £
Fixed assets		
Intangible assets	8	1,800
Tangible assets	9	6,960
		<u>8,760</u>
Current assets		
Debtors: amounts falling due within one year	10	411,466
Cash at bank and in hand	11	108,203
		<u>519,669</u>
Creditors: amounts falling due within one year	12	(35,013)
		<u>484,656</u>
Net current assets		
		<u>493,416</u>
Net assets		<u><u>493,416</u></u>
Capital and reserves		
Called up share capital	14,15	550,001
Profit and loss account	15	(56,585)
		<u>493,416</u>
		<u><u>493,416</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 17 August 2017.



T Wallis
Director

The notes on pages 11 to 17 form part of these financial statements.

Star Tech NG PLC

Statement of changes in equity For the period ended 31 December 2016

	Called up share capital £	Profit and loss account £	Total equity £
At 5 May 2016	-	-	-
Loss for the period	-	(56,585)	(56,585)
Shares issued during the period	550,001	-	550,001
At 31 December 2016	550,001	(56,585)	493,416

Star Tech NG PLC

Statement of cash flows For the period ended 31 December 2016

	2016 £
Cash flows from operating activities	
Loss for the financial period	(56,585)
Adjustments for:	
Depreciation of tangible assets	103
Increase in debtors	(411,465)
Increase in creditors	35,013
Net cash generated from operating activities	(432,934)
Cash flows from investing activities	
Purchase of intangible fixed assets	(1,800)
Purchase of tangible fixed assets	(7,063)
Net cash from investing activities	(8,863)
Cash flows from financing activities	
Issue of shares	550,000
Net increase in cash and cash equivalents	108,203
Cash and cash equivalents at the end of period	108,203
Cash and cash equivalents at the end of period comprise:	
Cash at bank and in hand	108,203

The notes on pages 11 to 17 form part of these financial statements.

Notes to the financial statements
For the period ended 31 December 2016

1. General information

Star Tech NG PLC ("the Company") is a public limited company, incorporated and domiciled in England and Wales. The Company's registered office is Third Floor, 24 Chiswell Street, London, EC1Y 4YX and it conducts its business from Third Floor, New Liverpool House, 15 Eldon Street, London, EC2M 7LD. The Company's principal activity is detailed on page 1.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

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

2.2 Intangible assets

Website development costs to date have been capitalised at cost as the website is expected to bring future economic benefit to the company. After recognition, under the cost model, they are measured at cost less any accumulated amortisation and any accumulated impairment losses. Amortisation is charged from the point that the asset to which the costs relate is ready for use.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

2.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Computer equipment	-	33% straight line method
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The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Profit and loss account.

**Notes to the financial statements
For the period ended 31 December 2016**

2. Accounting policies (continued)

2.4 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities such as trade and other debtors and creditors.

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. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

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 Profit and loss account.

2.5 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is Pounds Sterling.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Profit and loss account except when deferred in other comprehensive income as qualifying cash flow hedges.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

No significant judgments have been made by management in preparing these financial statements.

Notes to the financial statements
For the period ended 31 December 2016

4. Operating loss

The operating loss is stated after charging:

	2016 £
Depreciation of tangible fixed assets	103
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	6,000
Exchange differences	(1,540)
	<u><u> </u></u>

5. Employees

The Company has no employees. A director charges service fees through an entity controlled by him.

6. Directors' remuneration

	2016 £
Directors' fees	38,000
	<u><u> </u></u>

7. Taxation

Factors affecting tax charge for the period

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 20%. The differences are explained below:

	2016 £
Loss on ordinary activities before tax	(56,585)
	<u><u> </u></u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20%	(11,317)
Effects of:	
Expenses not deductible for tax purposes	69
Capital allowances for period in excess of depreciation	(1,392)
Unrelieved tax losses carried forward	12,640
	<u><u> </u></u>
Total tax charge for the period	<u><u> </u></u>

Star Tech NG PLC

Notes to the financial statements For the period ended 31 December 2016

8. Intangible assets

	Website development £
Cost	
At 5 May 2016	-
Additions	1,800
At 31 December 2016	<u>1,800</u>
Net book value	
At 31 December 2016	<u><u>1,800</u></u>

Amortisation has not been charged in the period as the asset is not ready for use.

9. Tangible fixed assets

	Computer equipment £
Cost	
At 5 May 2016	-
Additions	7,063
At 31 December 2016	<u>7,063</u>
Depreciation	
At 5 May 2016	-
Charge for the period	103
At 31 December 2016	<u>103</u>
Net book value	
At 31 December 2016	<u><u>6,960</u></u>

Notes to the financial statements
For the period ended 31 December 2016

10. Debtors

	2016 £
Other debtors	405,465
Called up share capital not paid	1
Prepayments	6,000
	<u>411,466</u>

11. Cash and cash equivalents

	2016 £
Cash at bank and in hand	108,203
	<u>108,203</u>

12. Creditors: Amounts falling due within one year

	2016 £
Trade creditors	18,663
Other creditors	5,000
Accruals and deferred income	11,350
	<u>35,013</u>

13. Financial instruments

	2016 £
Financial assets	
Financial assets that are debt instruments measured at amortised cost	403,925
	<u>403,925</u>
Financial liabilities	
Financial liabilities measured at amortised cost	(35,013)
	<u>(35,013)</u>

Financial assets that are debt instruments measured at amortised cost are other debtors.

Financial liabilities measured at amortised cost comprise trade and other creditors and accruals.

Notes to the financial statements
For the period ended 31 December 2016

14. Share capital

	2016 £
Shares classified as equity	
Allotted, called up and fully paid	
50,000 Founder shares of £1 each	50,000
500,001 Ordinary shares of £1 each	500,001
	<hr/>
	550,001
	<hr/> <hr/>

Ordinary shares

The company's ordinary shares, which carry no right to fixed income, each carry the right to one vote at general meetings of the company.

Founder shares

The company's founder shares, which carry no right to income, each carry the right to one vote at general meetings of the company. These shares are redeemable on a takeover or winding up of the company.

During the period, the company issued 50,000 £1 Founder shares at par. These share are redeemable at par value upon the winding up of the company.

During the period, the company issued 500,001 Ordinary shares with a nominal value of £1 for a consideration of £1 each. A warrant was attached to every 2 shares subscribed for which are exercisable at the option of the holder at £1.20 per share within 36 months of issue or upon the takeover of the company.

15. Reserves

Share capital

This represents the nominal value of the shares that have been issued by the company.

Profit and loss account

This reserve comprises all current period retained losses.

**Notes to the financial statements
For the period ended 31 December 2016**

16. Related party transactions

During the period Investment Dynamix Limited, a company controlled by one of the directors, directly or indirectly charged the company £38,000 for directors fees, which were fully paid up. At the balance sheet date £6,000 is included in 'Prepayments' in Note 10 to these accounts.

During the period a director loaned £5,000 to the company. No interest is being charged on the balance and there are no formal repayment terms. At the balance sheet date, the full amount was outstanding and is included in 'Other creditors' in Note 12 to these accounts.

During the period White Knight Investments Limited, a company under common control, paid expenses totalling £12,739 on behalf of the company. At the balance sheet date, the full amount was outstanding and is included in 'Trade creditors' in Note 12 to these accounts.

During the period JP Jenkins Limited, a company under significant influence of the controlling party paid expenses totalling £28,314 on behalf of the company, of which £22,219 was reimbursed during the period. At the balance sheet date, £6,095 was owed to JP Jenkins Limited and is included in 'Trade creditors' in Note 12 to these accounts.

There are no other key management personnel, other than directors, who received any compensation during the period.

17. Controlling party

The company is controlled by Malcolm Burne by virtue as the sole shareholder of the company.