

Registered Number 192238

Appleyard Group PLC

Annual report

for the year ended 31 December 2006

TUESDAY



AM1CSQJA

A52

19/06/2007

430

COMPANIES HOUSE

Appleyard Group PLC

Annual report for the year ended 31 December 2006

Contents

Directors' report	1
Independent auditors' report to the members of Appleyard Group PLC	3
Profit and loss account	5
Balance sheet	6
Statement of accounting policies	7
Notes to the financial statements	8

Appleyard Group PLC

Directors' report for the year ended 31 December 2006

The directors present their annual report and the audited financial statements of the company for the year ended 31 December 2006

Principal activity

The company's principal activity is as a holding company for non-trading subsidiaries

Review of the business

The company continued in its principal activity and as such had minimal transactions in the year

Management and reporting of risks and Key Performance Indicators (KPIs)

The directors manage the company's risks and those of its fellow subsidiaries at a group level. Furthermore, they monitor the group's performance on a dealership basis rather than at a statutory company level

For these reasons the company's directors do not believe that a discussion of the principal risks facing the company or the use of KPIs to analyse its performance are appropriate for an understanding of its development, performance or financial position

The KPIs used by the group and the principal business risks it faces, are discussed on page 1 of Jardine Motors Group UK Limited annual report which does not form part of this report

Results and dividends

The results of the company for the year are set out in the profit and loss account on page 5

The directors do not recommend the payment of a dividend (2005 £nil)

Directors and their interests

The directors who held office during the year and to the date of this report are given below

E Bradley
SG Houston

According to the register of directors' interests kept by the company under Section 325 of the Companies Act 1985 none of the directors were interested in disclosable shares in, or debentures of, the company at the end of the financial year. None of the directors (or relevant connected persons) were granted or exercised any rights to subscribe for shares in, or debentures of, the company or another company in the same UK group during the financial year

Charitable donations

During the year, the company made no charitable contributions (2005 £nil)

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year that 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. The directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business

Appleyard Group PLC

Directors' report for the year ended 31 December 2006 (continued)

Statement of directors' responsibilities (continued)

The directors confirm that suitable accounting policies have been used and applied consistently in the year. They also confirm that reasonable and prudent judgments and estimates have been made in preparing the financial statements for the year ended 31 December 2006 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records that 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 1985. 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.

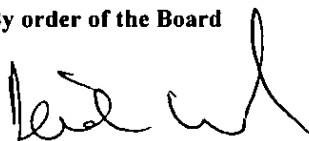
Disclosure of information to auditors

So far as each director is aware, there is no relevant audit information of which the company's auditors are unaware. Each director has taken the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the annual general meeting.

By order of the Board



D Watson
Company Secretary
5 June 2007

Appleyard Group PLC

Independent auditors' report to the members of Appleyard Group PLC

We have audited the financial statements of Appleyard Group PLC for the year ended 31 December 2006, which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Appleyard Group PLC

Independent auditors' report to the members of Appleyard Group PLC (continued)

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its loss for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements



PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

Leeds

// June 2007

Appleyard Group PLC

Profit and loss account for the year ended 31 December 2006

	Note	2006 £'000	2005 £'000
Administrative expenses		-	(1)
Operating loss	1	-	(1)
Interest payable	4	-	(3)
Loss on ordinary activities before taxation		-	(4)
Tax on loss on ordinary activities	5	(1)	(530)
Sustained loss for the financial year	10, 11	(1)	(534)

All amounts relate to continuing operations

The only recognised gains and losses for the year are those dealt with in the profit and loss account

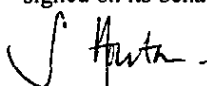
There is no difference between the loss on ordinary activities before taxation and the sustained loss for the year stated above and their historical cost equivalents

Appleyard Group PLC

Balance sheet at 31 December 2006

	Note	2006 £'000	2006 £'000	2005 £'000	2005 £'000
Fixed assets					
Investments in subsidiaries	6		7,247		7,247
Current assets					
Debtors	7	515		803	
Cash at bank and in hand		10,552		10,264	
			11,067		11,067
Creditors – amounts falling due within one year	8		(12,020)		(12,019)
Net current liabilities			(953)		(952)
Net assets			6,294		6,295
Capital and reserves					
Called up share capital	9		6,676		6,676
Share premium account	10		26,607		26,607
Merger reserve	10		30,165		30,165
Capital redemption reserve	10		400		400
Profit and loss account – deficit	10		(57,554)		(57,553)
Equity shareholders' funds	11		6,294		6,295

The financial statements on pages 5 to 12 were approved by the board of directors on 5 June 2007 and were signed on its behalf by



S G Houston

Director

Appleyard Group PLC

Statement of accounting policies

These financial statements are prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 1985 and applicable accounting standards

The principal accounting policies are set out below

Investments in subsidiary undertakings

Investments in subsidiary undertakings are stated at cost less provision for impairment. Provision against the underlying value of the investments in subsidiaries is made where, in the opinion of the directors, there is impairment to the value of the underlying business.

Impairment

In accordance with FRS 11 "Impairment of Fixed Assets and Goodwill" the company performs impairment reviews, when it is deemed appropriate to carry out such a review, using the forecast net future cash flows of the investment affected, discounted to net present value using the company's cost of capital.

Deferred taxation

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.

Deferred tax losses relating to carry forward of unused tax losses are recognised to the extent that it can be regarded as more likely than not that future taxable profit will be available against which the unused tax losses can be utilised.

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 substantially enacted at the balance sheet date. Deferred tax is measured on a non-discounted basis.

Appleyard Group PLC

Notes to the financial statements for the year ended 31 December 2006

1 Operating loss

Auditor's remuneration in 2006 and 2005 has been borne by the parent undertaking, Jardine Motors Group UK Limited (formerly Jardine Motors Group plc)

2 Employees

The company has no employees (2005 none)

3 Directors

No emoluments or fees were paid to directors during the year (2005 £nil) in respect of their services to the company. The directors were remunerated for their services to the group and their emoluments are shown in the financial statements of Jardine Motors Group UK Limited (formerly Jardine Motors Group plc)

4 Interest payable

	2006 £'000	2005 £'000
Other	-	3

Appleyard Group PLC

5 Tax on loss on ordinary activities

(a) Analysis of charge in the period

	2006 £'000	2005 £'000
Current tax:		
UK corporation tax on losses of the period	-	(1)
Adjustment in respect of previous periods	1	531
Tax charge on loss on ordinary activities	1	530

The company had no liability for deferred taxation at 31 December 2006 (2005 £nil)

(b) Factors affecting tax charge for the period

The tax assessed for the period differs from the standard rate of corporation tax in the UK (30%) The differences are explained below

	2006 £'000	2005 £'000
Loss on ordinary activities before tax	-	(4)
Loss on ordinary activities multiplied by standard corporation tax rate in the UK at 30% (2005: 30%)	-	(1)
Effects of		
Corporation tax movements relating to prior years	1	531
Current tax charge for the period	1	530

(c) Factors affecting tax charge in the future

There are no factors which are expected to affect the tax charge in the future

Appleyard Group PLC

6 Investments in subsidiaries

	£'000
Net book amount	
At 1 January and 31 December 2006	7,247

The subsidiary undertakings at 31 December 2006 were

Appleyard Commercial Vehicles Limited	Appleyard Volume Cars Limited
Appleyard Midlands Limited	Clover Leaf Cars Limited
Appleyard Pension (Nominees) Limited	Clover Leaf Cars (Holdings) Limited
Appleyard Properties (Scotland) Limited	Fast Fix Super Service Centre Limited
Appleyard Properties Limited	Shoreline Cars Limited
Appleyard Specialist Cars Limited	

All subsidiary undertakings of the company are non-trading and dormant

All subsidiary undertakings, other than Appleyard Properties (Scotland) Limited, are registered in England and Wales. Appleyard Properties (Scotland) Limited is registered in Scotland. All subsidiary undertakings are wholly owned.

Consolidated financial statements have not been prepared because the company is a wholly owned subsidiary of Jardine Motors Group UK Limited (formerly Jardine Motors Group plc), a company registered in England and Wales, for which consolidated financial statements have been prepared.

7 Debtors

	2006 £'000	2005 £'000
Amounts owed by parent undertaking (trading)	515	803

8 Creditors – amounts falling due within one year

	2006 £'000	2005 £'000
Amounts owed to fellow group undertakings (trading)	11,218	11,804
Corporation tax	802	215
	12,020	12,019

The amounts owed to fellow group undertakings are unsecured, interest free and have no fixed repayment terms.

Appleyard Group PLC

9 Called up share capital

	2006 £'000	2005 £'000
Authorised:		
84,000,000 (2005 84,000,000) ordinary shares of 10p each	8,400	8,400
Allotted, issued and fully paid.		
66,760,820 (2005 66,760,820) ordinary shares of 10p each	6,676	6,676

10 Reserves

	Share premium account £'000	Merger reserve £'000	Capital redemption reserve £'000	Revenue reserves £'000	Total 2006 £'000	Total 2005 £'000
At 1 January	26,607	30,165	400	(57,553)	(381)	153
Sustained loss for the financial year	-	-	-	(1)	(1)	(534)
At 31 December	26,607	30,165	400	(57,554)	(382)	(381)

11 Reconciliation of movements in equity shareholders' funds

	2006 £'000	2005 £'000
Sustained loss for the financial year	(1)	(534)
Net reduction in shareholders' funds	(1)	(534)
Opening shareholders' funds	6,295	6,829
Closing shareholders' funds	6,294	6,295

12 Cash flow statement

The company is a wholly owned subsidiary of Jardine Motors Group UK Limited (formerly Jardine Motors Group plc), which prepares a consolidated cash flow statement. The company has therefore elected to make use of the exemption provided in FRS 1 "Cash Flow Statements" not to produce a cash flow statement.

Appleyard Group PLC

13 Related party transactions

No disclosure has been made of transactions with other group companies in accordance with Paragraph 3 (c) of FRS 8 as the company is a wholly owned subsidiary of Jardine Motors Group UK Limited (formerly Jardine Motors Group plc)

14 Contingent liabilities

There were contingent liabilities at 31 December 2006 in respect of cross guarantees covering bank loans and overdrafts in the holding company and fellow subsidiaries. These loans and overdrafts amounted to £1,547,485 at 31 December 2006 (2005: £34,449,000)

15 Ultimate parent undertaking

The immediate parent company is Jardine Motors Group UK Limited (formerly Jardine Motors Group plc)

The largest and smallest groups for which group financial statements are prepared and of which the company is a member are as follows

	Largest	Smallest
Name	Jardine Matheson Holdings Limited	Jardine Motors Group UK Limited
Country of incorporation	Bermuda	England and Wales

There is no ultimate controlling interest

Copies of the consolidated financial statements for both can be obtained from

Company Secretary
Jardine Motors Group UK Limited
3 The Exchange
Station Road
Stansted Mountfitchet, Essex
CM24 8BE