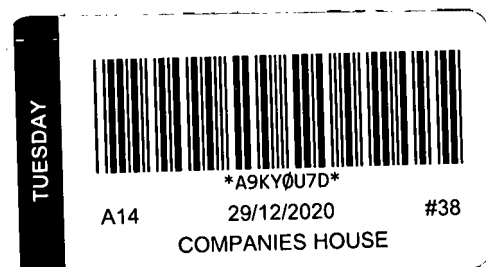


Registered Number 503553

MRG Department Stores (JOP) Limited

Annual Report and Financial Statements

For the 52 weeks ended 28 December 2019



MRG Department Stores (JOP) Limited
Annual Report and Financial Statements
For the 52 weeks ended 28 December 2019

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MRG Department Stores (JOP) Limited
Directors' Report
For the 52 weeks ended 28 December 2019

The directors present their report and the unaudited Financial Statements of the Company for the 52 weeks ended 28 December 2019.

General Information

The Company is a private company and is incorporated and domiciled in the United Kingdom. The address of its registered office is Hutchison House, 5 Hester Road, Battersea, London, SW11 4AN.

Principal Activity

The Company did not trade during the year or preceding financial year and made neither a profit nor loss. Accordingly, neither a statement of comprehensive income nor a statement of changes in equity have been presented.

Results and Business Review

At 28 December 2019, shareholders' funds totalled £16.6m (2018: £16.6m).

Directors

The directors who held office during the year and up to the date of signing these financial statements, unless where stated, were:

D K M Lai
A J Heaton
G G Smith
C N Dines

As permitted by s234 of the Companies Act 2006, the Company maintains directors' and officers' liability insurance which provides insurance cover against liabilities which directors and other officers of the Company may incur personally as a consequence of claims made against them alleging breach of duty or other unlawful acts or omissions in their capacity as directors and officers.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006 and the Company is therefore exempt from the requirement to prepare a Strategic Report.

MRG Department Stores (JOP) Limited
Directors' Report (continued)
For the 52 weeks ended 28 December 2019

Statement of Directors' Responsibilities in Respect of the Financial Statements

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 prepared the Financial Statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 "Reduced Disclosure Framework" (FRS 101).

Under company law the directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these Financial Statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101, have been followed subject to any material departures disclosed and explained in the Financial Statements;
- notify the Company's shareholder in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of the Financial Statements; 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 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.

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.

On behalf of the board



C N Dines
Director

18 December 2020

MRG Department Stores (JOP) Limited
Balance Sheet
At 28 December 2019

Registered Number 503553

		At 28 December 2019 £'000	At 29 December 2018 £'000
	Note		
Fixed Assets			
Investments in subsidiaries	5	14,609	14,609
Current assets			
Other receivables	6	23,350	23,350
Creditors – amounts falling due within one year			
Other payables	7	(21,344)	(21,344)
Net current assets		2,006	2,006
Net assets		16,615	16,615
Equity			
Called up share capital	8	5,500	5,500
Revaluation reserve		2,117	2,117
Retained earnings		8,998	8,998
Total shareholders' funds		16,615	16,615

The notes on pages 5 to 9 form part of these financial statements.

For the 52 weeks ended 28 December 2019, the Company was entitled to exemption under section 480 of the Companies Act 2006.

No member has required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 (1) Companies Act 2006.

The directors acknowledge their responsibility for:

- ensuring the Company keeps accounting records which comply with section 386 Companies Act 2006; and
- preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 394 Companies Act 2006, and which otherwise comply with the requirements of the Companies Act 2006 relating to accounts, so far as applicable to the Company.

The financial statements on pages 4 to 9 were approved by the Board of Directors and signed on its behalf by:



C N Dines
 Director

18 December 2020

MRG Department Stores (JOP) Limited
Notes to the Financial Statements
For the 52 weeks ended 28 December 2019

1. Summary of Significant Accounting Policies

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 periods presented, unless otherwise stated.

Basis of preparation

The Financial Statements of MRG Department Stores (JOP) Limited have been prepared in accordance with Financial Reporting Standard 101, "Reduced Disclosure Framework" (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006, as applicable for companies using FRS101.

The preparation of financial statements in conformity with FRS 101 requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7, 'Financial Instruments: Disclosures'
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
 - Paragraph 79(a) (iv) of IAS 1
 - Paragraph 73(e) of IAS 16 Property, plant and equipment
 - Paragraph 118(e) of IAS 38 Intangible assets (reconciliations between the carrying amount at the beginning and end of the period)
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d), (statement of cash flows)
 - 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements)
 - 16 (statement of compliance with all IFRS)
 - 38A (requirement for minimum of two primary statements, including cash flow statements)
 - 38B-D (additional comparative information)
 - 40A-D (requirements for a third statement of financial position)
 - 111 (cash flow statement information)
 - 134-136 (capital management disclosures)
- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors'
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group

Going concern

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

MRG Department Stores (JOP) Limited
Notes to the Financial Statements (continued)
For the 52 weeks ended 28 December 2019

1. Summary of Significant Accounting Policies (continued)

Receivables

Receivables are recognised initially at fair value and subsequently measured at amortised cost, less any provision for impairment. A provision for impairment is established when the carrying value of the receivable exceeds the present value of the future cash flows discounted using the original effective interest rate. The carrying value of the receivable is reduced and any impairment loss is recognised in the income statement.

Payables

Payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2. Critical Accounting Estimates and Judgments

The Company makes judgements and assumptions concerning the future that impact the application of policies and reported amounts. The resulting accounting estimates calculated using these judgements and assumptions will, by definition, seldom equal the related actual results but are based on historical experience and expectations of future events.

The judgements and key sources of estimation uncertainty that have a significant effect on the amounts recognised in the financial statements are discussed below.

Impairment of receivables

The Company makes an estimate of the recoverable value of receivables. When assessing impairment of receivables, the Company considers factors including the ageing profile of receivables and historical experience. The Company concluded that the receivables are not impaired.

3. Directors' emoluments

No emoluments were paid or payable by the Company to the directors (2018: £nil), who are remunerated for their services by other group companies. The directors do not receive remuneration on behalf of this Company.

The Company has no employees (2018: none).

4. Taxation

No tax charge was paid or payable by the Company during the year (2018: £nil).

MRG Department Stores (JOP) Limited
Notes to the Financial Statements (continued)
For the 52 weeks ended 28 December 2019

5. Investments in subsidiaries

	At 28 December 2019 £'000	At 29 December 2018 £'000
Investments in subsidiaries	14,609	14,609
	14,609	14,609

The investments in subsidiaries represent holdings in subsidiary undertakings. All subsidiary companies in which the Company directly hold 100% of the ordinary shares and voting rights are listed below. The registered address of these companies, all of which are private companies limited by shares, is Hutchison House, 5 Hester Road, Battersea, London, SW11 4AN.

Company	Nature of business	Country of registration	Country of operation
Chantlee Properties Limited	Dormant	England	UK
Joplings Financial Services Limited	Dormant	England	UK

6. Other receivables

	At 28 December 2019 £'000	At 29 December 2018 £'000
Amounts owed by group undertakings	23,267	23,267
Corporation tax	83	83
	23,350	23,350

Amounts owed by group undertakings are repayable on demand and are non-interest bearing.

MRG Department Stores (JOP) Limited
Notes to the Financial Statements (continued)
For the 52 weeks ended 28 December 2019

7. Other payables

	At 28 December 2019 £'000	At 29 December 2018 £'000
Amounts owed to group undertakings	20,570	20,570
Preference shares	600	600
Other creditors and accruals	33	33
Other taxes and social security	141	141
	21,344	21,344

Amounts owed to group undertakings are repayable on demand and are non-interest bearing.

The rights of the 13% cumulative preference shares are:

Dividends are payable at a rate of 13% on the amounts paid up on the shares and in priority to any payment to the holders of any other class of share.

The shares have no redemption rights. On a winding up, the shareholder will be entitled to a repayment of the capital paid up on the shares together with any deficiency or arrears of dividend and a premium. The premium is the greater of either 10p or the average of the market value in excess of the nominal value of the shares taken in a three month period 30 days before the notice to convene the general meeting of the Company to consider the return of the capital.

The shares do not entitle the holders to any voting rights unless:

- (i) The dividend is six months in arrears, or
- (ii) The business of the meeting includes the consideration for the reduction of the capital of the Company, the winding up of the Company or the varying of rights of shares.

8. Called up share capital

	At 28 December 2019 £'000	At 29 December 2018 £'000
Allotted and fully paid: 22,000,003 (2018: 22,000,003) ordinary shares of 25p each	5,500	5,500
600,000 (2018: 600,000) 13% cumulative preference shares of £1 each	600	600

MRG Department Stores (JOP) Limited
Notes to the Financial Statements (continued)
For the 52 weeks ended 28 December 2019

9. Controlling parties

The Company's immediate parent undertaking is Merchant Retail Group Limited, which is a wholly owned subsidiary undertaking of A.S. Watson (Health & Beauty UK) Limited, a company registered in England.

The smallest group into which the results of the Company are consolidated is A.S. Watson Holdings Limited, a company incorporated in the Cayman Islands with its principal place of business in Hong Kong. The registered office is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The financial statements of A.S. Watson Holdings Limited are not publicly available.

The Company's ultimate parent undertaking and controlling party and the largest group to consolidate these financial statements is CK Hutchison Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited and incorporated in the Cayman Islands. The financial statements of CK Hutchison Holdings Limited can be obtained from 48th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong.