STRATEGIC REPORT, REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014 FOR

UNITED LANGUAGE SCHOOLS LIMITED

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COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2014

DIRECTORS:

N F Pamplin A G Hutchinson

SECRETARY:

A W Green

REGISTERED OFFICE:

The Old Casino 28 Fourth Avenue

Hove East Sussex BN3 2PJ

REGISTERED NUMBER:

00881183 (England and Wales)

AUDITORS:

Cardens Accountants LLP Statutory Auditors The Old Casino 28 Fourth Avenue

Hove East Sussex BN3 2PJ

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

The directors present their strategic report for the year ended 31 December 2014.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

Key performance indicators

The company's turnover increased by 2% over the previous year, particularly due to the growth in academic student enrolments whereas profit before taxation decreased by 17% mainly due to a rise in staff and property costs in preparation for future expansion.

	2014	2013	Movement
	£'000	£'000	%
Turnover	6,835	6,693	2
Gross profit	1,994	2,025	(1)
Profit before taxation	674	810	(17)

The Directors feel the balance sheet position of the company at year-end to be satisfactory.

Strong future bookings have contributed to higher trade debtor, payments on account, and deferred income balances. Liquidity has increased by 2% over prior year.

Dividends were payable at Group level as prescribed by Group and have reduced net assets accordingly.

PRINCIPAL RISKS AND UNCERTAINTIES

Ongoing changes to government policy on student visas and accreditation continues to be a risk to the business. The risk to confidence in world-wide travel through acts of terrorism and conflict in various regions around the world remains a risk to the business as a whole but the company is confident that it devotes sufficient resources to minimise any risk in these areas.

The strength of sterling will likely weaken English Language course revenues in 2015 although academic revenues should continue to grow. The directors are confident that the business has a sufficient mix of revenues streams to offset downturns in certain areas.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company's principal financial instruments comprise loans to the company, bank balances, trade creditors and trade debtors. The main purpose of these instruments is to raise funds for the company's operations and to finance the company's operations.

In respect of bank balances the company manages the risk by maintaining the correct balance for fees received for courses and trade creditors.

In respect of loans and overall liquidity risk the company ensures there are sufficient funds in place to meet the repayments.

Trade debtors are managed in respect of credit and cash flow risk by monitoring future course bookings and payments made on a regular basis.

Trade creditors liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

The company, through its group ownership, is exposed to interest rate risk on interest bearing loans and borrowings, due to the variable rate loan agreement in place. However the group regards this as a low risk in the short term due to the current historic low base rates and the general view that these are unlikely to rise significantly in the foreseeable future.

ON BEHALF OF THE BOARD:

N F Pamplin - Director

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REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2014

The directors present their report with the financial statements of the company for the year ended 31 December 2014.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the teaching of English as a foreign language.

DIVIDENDS

The total distribution of dividends for the year ended 31 December 2014 will be £708,908.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2014 to the date of this report.

N F Pamplin A G Hutchinson

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 then apply them consistently;
- make judgements 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 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all 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, Cardens Accountants LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF UNITED LANGUAGE SCHOOLS LIMITED

We have audited the financial statements of United Language Schools Limited for the year ended 31 December 2014 on pages five to thirteen. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 a Report of the Auditors 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 Statement of Directors' Responsibilities set out on page three, 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 Report of the Directors 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 2014 and of its profit 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

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.

Barry Carden FCCA (Senior Statutory Auditor) for and on behalf of Cardens Accountants LLP

Statutory Auditors The Old Casino 28 Fourth Avenue

Hove East Sussex BN3 2PJ

Date: (4/7/18

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

	Notes	2014 £	2013 £
TURNOVER		6,835,297	6,693,621
Cost of sales		4,840,930	4,668,660
GROSS PROFIT		1,994,367	2,024,961
Administrative expenses		1,319,203	1,215,258
OPERATING PROFIT	3	675,164	809,703
Interest payable and similar charges	4	1,179	
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		673,985	809,703
Tax on profit on ordinary activities	5	244	13,593
PROFIT FOR THE FINANCIAL YEAR		673,741	796,110
Retained profit brought forward		35,588	170,300
		709,329	966,410
Dividends Prior year adjustment	6	(708,908)	(791,264) (139,558)
RETAINED PROFIT CARRIED FORWAR	RD	421	35,588

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

UNITED LANGUAGE SCHOOLS LIMITED (REGISTERED NUMBER: 00881183)

BALANCE SHEET 31 DECEMBER 2014

		2014	1	2013	}
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	8		388,333		437,991
CURRENT ASSETS					
Stocks	9	11,379		19,201	
Debtors	10	1,437,951		1,345,757	
Cash at bank and in hand	10				
Cash at Dank and in hand		523,864 ————		463,543	
		1,973,194		1,828,501	
CREDITORS					
Amounts falling due within one year	11	2,329,013		2,199,055	
NET CURRENT LIABILITIES			(355,819)		(370,554)
TOTAL ASSETS LESS CURRENT					
LIABILITIES			32,514		67,437
PROVISIONS FOR LIABILITIES	13		28,343		28,099
NET ASSETS			4,171		39,338
					
CAPITAL AND RESERVES					
Called up share capital	14		3,750		3,750
Profit and loss account			421		35,588
Tronc and 1033 account					
SHAREHOLDERS' FUNDS	17		4,171		39,338

The financial statements were approved by the Board of Directors on $\frac{1}{1}$ and were signed on its behalf by:

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2014

	Notes	2014 £	2013 £
Net cash inflow from operating activities	1	864,878	1,240,849
Returns on investments and servicing of finance	2	(1,179)	-
Taxation		(7,500)	-
Capital expenditure	2	(86,970)	(114,524)
Equity dividends paid		(708,908)	(791,264)
Increase in cash in the period		60,321	335,061

Reconciliation of net cash flow to movement in net funds 3		
Increase in cash in the period	60,321	335,061
Change in net funds resulting from cash flows	60,321	335,061
Movement in net funds in the period Net funds at 1 January	60,321 463,543	335,061 128,482
Net funds at 31 December	523,864	463,543

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2014

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	Operating profit Depreciation charges Loss on disposal of fixed assets Decrease/(increase) in stocks (Increase)/decrease in debtors Increase in creditors Net cash inflow from operating activities		2014 £ 675,164 136,588 40 7,822 (92,194) 137,458 ————————————————————————————————————	2013 £ 809,703 123,777 (16,301) 172,941 150,729
				1,240,045
2.	ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE	CASH FLOW		2012
	•		2014 £	2013 £
	Returns on investments and servicing of finance Interest paid		(1,179)	
	Net cash outflow for returns on investments and servicing of finance	f	(1,179)	-
	Capital expenditure Purchase of tangible fixed assets		(86,970)	(114,524)
	Net cash outflow for capital expenditure		(86,970)	(114,524)
3.	ANALYSIS OF CHANGES IN NET FUNDS			
		At 1.1.14 £	Cash flow £	At 31.12.14 £
	Net cash: Cash at bank and in hand	463,543	60,321	523,864
		463,543	60,321	523,864
	Total	463,543	60,321	523,864 ======

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared on the basis that the company will continue to be a going concern. If this assumption is not considered valid, then adjustments would need to be made to reduce the value of assets to their recoverable amount, to provide for any further liabilities that might arise and to reclassify fixed assets and long term liabilities as current assets and liabilities.

Accounting convention

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents the fair value of the consideration received or receivable for the sale of goods and rendering of services in the ordinary course of the company's activities. Turnover is presented gross of any discounts offered to agents as a commission, but net of any value added tax.

For the rendering of services where a customer receives consideration over a period of more than one day, turnover is recognised on a straight-line basis over the duration of the period of consideration.

For the rendering of services where a customer receives all the consideration of the sale on one day, turnover is recognised on that day.

For the sale of goods, turnover is recognised when the goods are physically received by the customer.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Short leasehold

- Over the life of the lease

Fixtures and fittings

20% on cost

Computer equipment

- 25% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Deferred tax

Deferred taxation is provided in full on timing differences which represent a liability at the balance sheet date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset. Deferred tax assets and liabilities are not discounted.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

2. **STAFF COSTS**

	2014 £	2013 £
Wages and salaries Other pension costs	1,959,445 7,865	1,860,209
	1,967,310	1,860,209

2014

2012

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

2. STAFF COSTS - continued

	The average monthly number of employees during the year was as follows:	2014	2013
	Teaching and administration staff		61
3.	OPERATING PROFIT		
	The operating profit is stated after charging:		
	Other operating leases Depreciation - owned assets Auditors remuneration	2014 £ 147,180 136,628 7,200	2013 £ 147,180 123,777 7,200
	Directors' remuneration	-	
4.	INTEREST PAYABLE AND SIMILAR CHARGES	2014 £	2013 £
	Bank loan interest	1,179	=
5.	TAXATION		
	Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as follows: Current tax:	2014 £	2013 £
	UK corporation tax	-	7,500
	Deferred tax	244	6,093
	Tax on profit on ordinary activities	244	13,593
6.	DIVIDENDS	2014 £	2013 £
	Final	708,908	791,264

7. PRIOR YEAR ADJUSTMENT

This amount was comprised of historic underpayment of VAT by United Language Schools Limited.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

8. TANGIBLE FIXED ASSETS

8.	TANGIBLE FIXED ASSETS		First was		
		Short leasehold £	Fixtures and fittings £	Computer equipment £	Totals £
	COST				
	At 1 January 2014	16,718	706,331	184,667	907,716
	Additions	3,000	42,233	41,737	86,970
	At 31 December 2014	19,718	748,564	226,404	994,686
	THE ST SCOOTING CO.				
	DEPRECIATION				
	At 1 January 2014	2,538	336,014	131,173	469,725
	Charge for year	1,188	110,176	25,264	136,628
	At 31 December 2014	3,726	446,190	156,437	606,353
	NET BOOK VALUE				
	At 31 December 2014	15,992	302,374	69,967	388,333
	At 31 December 2013	14,180	370,317	53,494	437,991
9.	STOCKS				
				2014	2013
				£	£
	Finished goods			11,379 =====	19,201
10.	DEBTORS				
				2014	2013
				£	£
	Amounts falling due within one year:			460 557	052.047
	Trade debtors			463,557	953,047
	Amounts owed by group undertakings			891,896	333,651
	Prepayments			52,033	28,594
				1,407,486	1,315,292
	4				
	Amounts falling due after more than one year:				
	Other debtors			30,465	30,465
				===	====
	Aggregate amounts			1,437,951	1,345,757
11	CREDITORS: AMOUNTS FALLING DUE WITHI	N ONE VEAD			
11.	CREDITORS: AMOUNTS FALLING DUE WITHI	IN ONE TEAK		2014	2013
				£	£
	Payments on account			708,542	457,613
	Trade creditors			12,996	32,67 7
	Tax			· -	7,500
	Social security and other taxes			45,714	37,170
	VAT			42,939	172,437
	Other creditors			61,257	39,950
	Deferred income			1,436,642	1,436,068
	Accrued expenses			20,923	15,640
				2,329,013	2,199,055

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

12. OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year:

				Other operat 2014 £	ting leases 2013 £
	Expiring: In more than fi	ve years		60,000	60,000
13.	PROVISIONS	FOR LIABILITIES		2014 £	2013 £
	Deferred tax			28,343 =====	28,099 ———
		·			Deferred tax £
	Balance at 1 Jai Charge to Profit	nuary 2014 : and Loss Account during year			28,099 244
	Balance at 31 D	ecember 2014			28,343
14.	CALLED UP SH	IARE CAPITAL			
	Allotted, issued Number:	and fully paid: Class:	Nominal value:	2014 £	2013 £
	3,750	Ordinary	£1	3,750	3,750

15. RELATED PARTY DISCLOSURES

United Language Schools Limited is a 100% subsidiary of Prime Education and Training Limited.

The Company has taken advantage of the exemption available by FRS 8 from disclosing related party transactions on the grounds that the results are included in consolidated accounts of the parent company.

16. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is Prime Education & Training Limited.

This was by virtue of their 100% holding of the issued share capital.

17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Profit for the financial year Dividends	2014 £ 673,741 (708,908)	2013 £ 796,110 (791,264)
Prior year adjustment	(35,167)	4,846 (139,558)
Net reduction of shareholders' funds Opening shareholders' funds	(35,167) 39,338	(134,712) 174,050
Closing shareholders' funds	4,171	39,338

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

18. **ACCOUNTING BASIS**

As stated in the accounting policy note, these financial statements have been prepared on the basis that the company will continue to be a going concern. As at the year end the current liabilities exceeded current assets by £355,819.

The Company utilises cash it generates from operations as a means of working capital. The directors have assessed the risk of this source of finance not being available to the Company on an ongoing basis as remote. As such, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly they adopt the going concern basis in preparing these financial statements.

TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

	2014	20		
	£	£	£	£
Turnover		6,835,297		6,693,621
Cost of sales Activities and excursions Transport and transfers Accomodation and subsistence Academic materials Student recruitment costs Teachers salaries Pensions	44,522 116,198 1,771,588 107,412 1,399,389 1,393,956 7,865	4,840,930	76,696 125,083 1,840,955 157,658 1,103,064 1,365,204	4,668,660
GROSS PROFIT		1,994,367		2,024,961
Expenditure Rent Rates and water Insurance Light and heat Repairs and maintenance Wages Computer costs Telephone Printing, postage & stationery Promotion and advertising Travelling Student and staff welfare Household and cleaning Sundry expenses Subscriptions Accountancy Professional Fees Bad debts Staff training	147,180 54,519 9,885 46,403 44,949 565,489 55,423 25,822 31,628 40,256 8,887 27,012 54,611 530 17,770 9,237 4,449 2,886 26,440	1,173,376 820,991	147,180 42,927 11,954 48,812 39,915 495,005 67,079 24,754 29,138 39,375 9,243 26,641 41,314 566 20,208 10,080 10,095	1,081,538
Finance costs Bank charges Bank loan interest	9,239 1,179	10,418	9,943	9,943
Depreciation Short leasehold Fixtures and fittings Computer equipment	1,188 110,136 25,264	136,588	1,158 96,258 26,361	123,777
NET PROFIT				