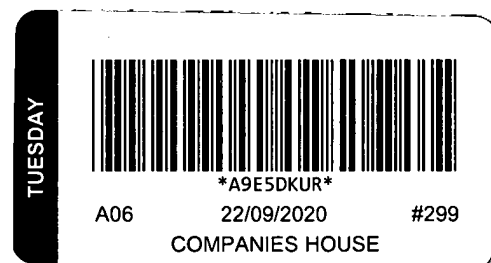


Registration number: 02772976

# **DSG HOLDINGS (UK) LIMITED**

Financial Statements

for the Year Ended 31 December 2019



## **BREBNERS**

Chartered Accountants & Statutory Auditor  
130 Shaftesbury Avenue  
London  
W1D 5AR

# DSG HOLDINGS (UK) LIMITED

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# DSG HOLDINGS (UK) LIMITED

## Company Information

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<b>Directors</b>	Boon Peng Tan Kam Shing Ambrose Chan Carina Ton Andrew Christopher Wright Evelyn Kit Sun To
<b>Registered office</b>	The Old Pump House 35 Kensington Court Place London W8 5BJ
<b>Auditors</b>	Brebners Chartered Accountants & Statutory Auditor 130 Shaftesbury Avenue London W1D 5AR

# DSG HOLDINGS (UK) LIMITED

## Directors' Report for the Year Ended 31 December 2019

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The directors present their report and the financial statements for the year ended 31 December 2019.

### Directors of the company

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

Boon Peng Tan (appointed 1 November 2019)

Kam Shing Ambrose Chan (appointed 1 November 2019)

Man Wai Ho (resigned 1 November 2019)

Carina Ton

Andrew Christopher Wright

Evelyn Kit Sun To

### Disclosure of information to the auditors

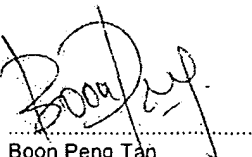
Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of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

### Small companies provision statement

This report has been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

31 AUG 2020

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



Boon Peng Tan  
Director

# DSG HOLDINGS (UK) LIMITED

## Statement of Directors' Responsibilities

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The directors acknowledge their responsibilities for preparing the Annual 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in 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 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 and in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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.

# DSG HOLDINGS (UK) LIMITED

## Independent Auditor's Report to the Members of DSG Holdings (UK) Limited

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### Opinion

We have audited the financial statements of DSG Holdings (UK) Limited (the 'company') for the year ended 31 December 2019, which comprise the Statement of Income and Retained Earnings, Statement of Financial Position, and 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 FRS 102 Section 1A '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 31 December 2019 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.

### 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

### Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

We have nothing to report in this regard.

# DSG HOLDINGS (UK) LIMITED

## Independent Auditor's Report to the Members of DSG Holdings (UK) Limited

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### 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' exemptions 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.*

### 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.

### 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.

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.

## DSG HOLDINGS (UK) LIMITED

### Independent Auditor's Report to the Members of DSG Holdings (UK) Limited

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Martin Widdowson (Senior Statutory Auditor)  
For and on behalf of Brebners, Statutory Auditor

130 Shaftesbury Avenue  
London  
W1D 5AR

Date: 11/9/20



# DSG HOLDINGS (UK) LIMITED

## Statement of Income and Retained Earnings for the Year Ended 31 December 2019

	Note	2019 \$	2018 \$
Turnover		-	-
Administrative expenses		<u>(5,293)</u>	<u>(4,959)</u>
<b>Operating loss</b>		<u><b>(5,293)</b></u>	<u><b>(4,959)</b></u>
Other interest receivable and similar income		<u>37,344</u>	<u>27,933</u>
		<u>37,344</u>	<u>27,933</u>
<b>Profit before tax</b>		<u><b>32,051</b></u>	<u><b>22,974</b></u>
<b>Profit for the financial year</b>		<b>32,051</b>	<b>22,974</b>
Retained earnings brought forward		<u>34,917,573</u>	<u>34,894,599</u>
<b>Retained earnings carried forward</b>		<u><b>34,949,624</b></u>	<u><b>34,917,573</b></u>

The notes on pages 9 to 11 form an integral part of these financial statements.

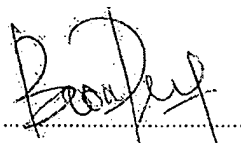
# DSG HOLDINGS (UK) LIMITED

## Statement of Financial Position as at 31 December 2019

	Note	2019 \$	2018 \$
<b>Fixed assets</b>			
Investments	6	4	4
<b>Current assets</b>			
Debtors	7	35,487,119	35,483,005
Cash at bank and in hand		<u>23,584</u>	<u>1,702</u>
		35,510,703	35,484,707
<b>Creditors: Amounts falling due within one year</b>	8	<u>(66,083)</u>	<u>(72,138)</u>
<b>Net current assets</b>		<u>35,444,620</u>	<u>35,412,569</u>
<b>Net assets</b>		<u>35,444,624</u>	<u>35,412,573</u>
<b>Capital and reserves</b>			
Called up share capital		495,000	495,000
Profit and loss account		<u>34,949,624</u>	<u>34,917,573</u>
<b>Total equity</b>		<u>35,444,624</u>	<u>35,412,573</u>

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Approved and authorised by the Board on **31 AUG 2020** and signed on its behalf by:



Boon Peng Tan  
Director

Company registration number: 02772976

The notes on pages 9 to 11 form an integral part of these financial statements.

# DSG HOLDINGS (UK) LIMITED

## Notes to the Financial Statements for the Year Ended 31 December 2019

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### 1 GENERAL INFORMATION

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

The address of its registered office is:

The Old Pump House  
35 Kensington Court Place  
London  
W8 5BJ

The principal activity of the company is that of an investment holding company

### 2 ACCOUNTING POLICIES

#### Statement of compliance

These financial statements have been prepared in accordance with Financial Reporting Standard 102 Section 1A - 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

#### Basis of preparation

These financial statements have been prepared using the historical cost convention except any items disclosed in the accounting policies as being shown at fair value and are presented in USD, which is the functional currency of the entity.

#### Going concern

The company made a profit after tax for the year ended 31 December 2019 of \$32,051 and had net assets at that date amounting to \$35,444,624.

The directors have considered the potential impact of Covid-19 which was declared a pandemic by the World Health Organisation on 11 March 2020.

The company is an intermediate holding company in a wider international group of companies. The company has no significant working capital requirements of its own and its continued operational existence is dependent on group support and the subsidiary undertakings remaining in operational existence. In this regard the directors do not believe the current pandemic will have a material adverse effect on the ability of group undertakings to settle the amounts due to the company. The immediate parent company has seen no significant disruption to its income streams and the assessment of the directors is that the ultimate parent company has sufficient cash reserves to enable the wider group to weather the crisis and continue to support the UK subsidiaries.

At the date of these financial statements, it is still not possible to evaluate the full impact of the pandemic on the group's operations given that the full extent of possible restrictions is unknown. Nonetheless, the directors believe to the best of their knowledge and belief that the impact of the virus and the measures taken to limit its spread will not have a material impact upon the ability of the company to continue as a going concern.

Having made sufficient enquiries, and based upon the above, the directors have a reasonable expectation that the company has adequate resources to continue operating in the foreseeable future. Accordingly, the directors continue to adopt the going concern basis in preparing the financial statements.

#### Group accounts not prepared

The company and its subsidiary undertakings qualify as a small group. The company has therefore taken exemption from preparing consolidated accounts in accordance with Section 399 of the Companies Act 2006.

# DSG HOLDINGS (UK) LIMITED

## Notes to the Financial Statements for the Year Ended 31 December 2019

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### Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rate on the date when the fair value is re-measured.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

### Investments

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

### 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.

### 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.

## 3 STAFF NUMBERS

The average number of persons employed by the company during the year, was 0 (2018 - 0).

## 4 AUDITORS' REMUNERATION

	2019 \$	2018 \$
Audit of the financial statements	<u>2,624</u>	<u>2,370</u>

## 5 NON-AUDIT SERVICES PROVIDED BY AUDITOR

In common with many businesses of our size and nature we use our auditor to prepare and submit returns to the tax authorities, provide tax advice and assist with the preparation of the financial statements.

# DSG HOLDINGS (UK) LIMITED

## Notes to the Financial Statements for the Year Ended 31 December 2019

### 6 INVESTMENTS

	2019 \$	2018 \$
Investments in subsidiaries	<u>4</u>	<u>4</u>
<b>Subsidiaries</b>		\$
<b>Cost or valuation</b>		
At 1 January 2019 and 31 December 2019		<u>4</u>
<b>Carrying amount</b>		
<b>At 31 December 2019</b>		<u>4</u>
At 31 December 2018		<u>4</u>

### 7 DEBTORS

	2019 \$	2018 \$
Amounts owed by group undertakings	28,927,618	28,937,733
Other debtors	<u>6,559,501</u>	<u>6,545,272</u>
	<u><b>35,487,119</b></u>	<u><b>35,483,005</b></u>

### 8 CREDITORS

Creditors: amounts falling due within one year

	2019 \$	2018 \$
Amounts owed to group undertakings	62,684	67,294
Other creditors	<u>3,399</u>	<u>4,844</u>
	<u><b>66,083</b></u>	<u><b>72,138</b></u>

### 9 RELATED PARTY TRANSACTIONS

In accordance with FRS 102 paragraph 1AC.35, exemption is taken not to disclose transactions in the year between group undertakings where 100% of the voting rights are controlled within the group.