UC Capital Holdings Limited

DIRECTORS' REPORT AND UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

Registered number 03944409

Contents

Directors report

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

The company has taken the small company exemption from section 414B of the Companies Act requirement to prepare a Strategic Report. Please see the Strategic Report of UC Group Limited for a review of the Group's business

The company is dormant and has not traded during the year.

Directors

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

J A Paulsen

D I Holden

Political contributions

The company made no disclosable political donations or incurred any disclosable political expenditure during the year

Auditor

The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.

On behalf of the board

D I Holden
Director

40 Bank Street
London
E14 5NR

9th August 2017

Statement of directors' responsibilities in respect of the Directors' and 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 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;
- 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. 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 of Profit and Loss
for the year ended 31 December 2016

The company is dormant and has not traded during the year (or prior year) and therefore did not make either a profit or loss.

Balance Sheet
at 31 December 2016

	Note	**2016** **£**	2015 £
Fixed assets			
Investments	2	-	-
Current assets:	3	-	7,600
Total assets		-	7,600
Current liabilities:	4	**(4,016)**	(11,616)
Total liabilities		**(4,016)**	(11,616)
Net assets (liabilities)		**(4,016)**	(4,016)
Capital and reserves			
Called up share capital	5	**7,600**	7,600
Retained earnings		**(11,616)**	(11,616)
Total equity		**(4,016)**	(4,016)

For the year ended 31 December 2016 the company was entitled to exemption under section 480 of the Companies Act 2006 relating to dormant companies.

The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of the financial statements

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

These financial statements were approved by the board of directors on 9th August 2017 and were signed on its behalf by:

D I Holden
Director

Company registered number: 03944409

The notes on pages 7 to 11 form part of these financial statements

Statement of changes in equity
at 31 December 2016

	Share Capital	Retained Earnings	Total
Balance at 1 January 2015	7,600	(11,616)	(4,016)
Result for the year	-	-	-
Balance at 31 December 2015	**7,600**	**(11,616)**	**(4,016)**

	Share Capital	Retained Earnings	Total
Balance at 1 January 2016	7,600	(11,616)	(4,016)
Result for the year	-	-	-
Balance at 31 December 2016	**7,600**	**(11,616)**	**(4,016)**

Notes form internal part of financial statement

Notes to the financial statements
(forming part of the financial statements)

1 Accounting policies

UC Capital Holdings Limited (the "Company") is a company incorporated and domiciled in the UK. The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

1.1 Basis of preparation and compliance with accounting standards

The company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The financial statements are prepared under the historical cost convention.

In the transition to FRS 101, the Company has applied IFRS 1 whilst ensuring that its assets and liabilities are measured in compliance with FRS 101. There were no material amendments on the adoption of FRS 101. There is no impact affecting the reporting financial position, financial performance and cash flows of the company.

Under FRS 101 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements. The results of UC Capital Limited are included in the consolidated financial statements of UC Group Limited which are available from 40 Bank Street, Canary Wharf, London, E14 5NR, United Kingdom.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken. The Company transitioned from UK GAAP to FRS 101, applying IFRS 1 for all periods presented. There were no material amendments on the adoption. There is no impact affecting the reported financial position, financial performance and cash flows of the Company.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures

- a Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital, tangible fixed assets and intangible assets.
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures of transactions with a management entity that provides key management personnel services to the company.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements. The accounting policies set out below have been applied in preparing the financial statements for the year ended December 2016 and the comparative information presented in these financial statements for the year ended December 2015.

Notes to the financial statements (continued)

1.2 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirements to do so by section 400 of the Companies Act as it is a subsidiary undertaking of UC Group Limited, a company incorporated in England and is included in the consolidated accounts of the company.

1.3 Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

1.4 Investments

Investments in subsidiary undertakings, associates and joint ventures are stated at cost, less provision for impairment.

1.5 Financial assets

Initial recognition and derecognition

The Company recognises a financial asset in its statement of financial position when it becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on the trade date, which is the date on which the Company commits to purchase or sell the asset. Accordingly, the Company uses trade date accounting for regular way contracts when recording financial asset transactions.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership or the Company has not retained control of the asset.

Classification

The Company classifies its financial assets in the following categories: loans and receivables and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial instruments at initial recognition.

Classification of financial instruments issued by the Company

Following the adoption of IAS 32, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and

(b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Notes to the financial statements (continued)

1.6 Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables.

Trade and other receivables

Trade and other receivables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other payables

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method

Other investments in debt and equity securities held by the Company are classified as being available-for-sale and are stated at fair value, with any resultant gain or loss being recognised directly in equity (in the fair value reserve), except for impairment losses and, in the case of monetary items such a debt securities, foreign exchange gains and losses. When these investments are derecognised, the cumulative gain or loss previously recognised directly in equity is recognised in profit or loss. Where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss.

1.7 Assets carried at amortised cost

Impairment of financial assets

The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The criteria that the Company uses to determine that there is objective evidence of an impairment loss include:

(a) significant financial difficulty of the obligor;

(b) a breach of contract, such as a default or delinquency in interest or principal payments;

(c) it becomes probable that the obligor will enter bankruptcy or other financial reorganisation.

The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the previously recognised impairment loss is reversed by adjusting the allowance account. The amount of the reversal is recognised in profit or loss.

Notes to the financial statements (continued)

1.8 Trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the receivable is impaired.

The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in profit or loss. When a receivable is uncollectible, it is written off against the allowance account for trade and other receivables. Subsequent recoveries of amounts previously written off are credited in profit or loss.

1.9 Trade and other payables

Trade payables comprise obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables include settlement processing obligations representing transactions that have been processed but not yet funded together with funds withheld from merchants that serve as collateral to minimise contingent liabilities associated with any losses that may occur under the merchant agreement ("merchant rolling reserve").

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Notes to the financial statements (continued)

2 Fixed asset investments

	Shares in group undertakings £
Company	
Cost	
At 1 January 2016	-
Net book value	
At 31 December 2016	**-**
At 31 December 2015	-

Holdings of more than 20%

The company has 100% investments in UC Asia Ltd; a company incorporated in Hong King. The company did not trade in the year.

3 Debtors

	2016 £	2015 £
Other Debtors	**-**	7,600

4 Current liabilities

	2016 £	2015 £
Amounts owed to parent and fellow subsidiary undertakings	**4,016**	11,616

Notes to the financial statements (continued)

5 Called up share capital

	2016 £	2015 £
Allotted, called up and fully paid		
7,600 Ordinary shares of £1 each	**7,600**	7,600

6 Ultimate parent company and control

The immediate parent company is UC Capital Limited and the ultimate parent company is UC Group Limited, companies registered in England and Wales.

The ultimate controlling party is J A Paulsen, a director of the company and ultimate parent company.

UC Group Limited prepares group financial statements and copies can be obtained from 40 Bank Street, Canary Wharf, London, E14 5NR, United Kingdom.