Strategic Report, Report of the Directors and

Financial Statements for the Year Ended 30 April 2016

for

2Nine Ltd

Sanders
Statutory Auditors
Bickenhall Mansions
Bickenhall Street
London
W1U 6BP

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Company Information for the Year Ended 30 April 2016

DIRECTORS:

J B Beeby

W L Yang

REGISTERED OFFICE:

1 Lincoln Street

London SW3 2TS

REGISTERED NUMBER:

03982658 (England and Wales)

AUDITORS:

Sanders

Statutory Auditors
1 Bickenhall Mansions
Bickenhall Street
London

WIU 6BP

Strategic Report for the Year Ended 30 April 2016

The directors present their strategic report for the year ended 30 April 2016.

REVIEW OF BUSINESS

2Nine Limited specialises in the design and manufacture of children's partywear and ladies occasion wear. The company supplies clothing to retailers based in the UK. The financial results for the year under review were satisfactory and recorded a similar level of activity as the previous year.

PRINCIPAL RISKS AND UNCERTAINTIES

Operating and Market Risk

The company operates in a sector that is linked to the health of the wider economy. In particular, its health depends on the sale of partywear products to retailers. A slowdown in retail activity would have an impact on the company's profitability.

Product Risk

The company's continued success is dependent upon the sales of the products that it designs and manufactures.

The company spreads its risk by selling a range of products. New products are launched in the Spring and Autumn of each calendar year.

Foreign Exchange Risk

Main company suppliers are paid in foreign currency. The company mitigates foreign exchange risk using forward exchange contracts.

KEY PERFORMANCE INDICATORS

	2016	2015	%
	£	£	
Turnover	7,783,375	7,929,220	-1.84%
Net Profit	657,922	892,926	-26.31%
Debtors days	91.27	97.3	6%

ON BEHALF OF THE BQARD:

J B Beeby - Director

24 January 2017

Report of the Directors for the Year Ended 30 April 2016

The directors present their report with the financial statements of the company for the year ended 30 April 2016.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of garment supplies.

DIVIDENDS

The total dividends in the financial year were £2,700,000 (2015: £120,000).

FUTURE DEVELOPMENTS

In 2017 we aim to increase turnover and further diversify the company's product range.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 May 2015 to the date of this report.

J B Beeby W L Yang

FINANCIAL INSTRUMENTS

The company has foreign exchange currency risk exposure due to a significant proportion of its trade payables being denominated in non-Sterling currencies. The net exposure of each currency is monitored and managed using forward exchange contracts.

Liquidity risk

The objective of the company in managing liquidity risk is to ensure that it can meet its financial obligations as and when they fall due. The company expects to meet its financial obligations through operating cash flows. In the event that the operating cash flows would not cover all the financial obligations, this would be forecast and the company would arrange additional credit facilities.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, 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 or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

ON BEHALF OF THE BOARD:

J B Beeby - Director

24 January 2017

Report of the Independent Auditors to the Members of 2Nine Ltd

We have audited the financial statements of 2Nine Ltd for the year ended 30 April 2016 on pages five to sixteen. 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), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 30 April 2016 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 matters 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.

Iain McManus (Senior Statutory Auditor)

for and on behalf of Sanders Statutory Auditors 1 Bickenhall Mansions

Bickenhall Street London

24 January 2017

W1U 6BP

Statement of Comprehensive Income for the Year Ended 30 April 2016

		30.4.16		30.4.15	
	Notes	£	£	£	£
TURNOVER	3		7,783,375		7,929,220
Cost of sales			6,848,510		6,742,047
GROSS PROFIT			934,865		1,187,173
Distribution costs Administrative expenses		16,233 262,565		13,060 282,504	
			278,798		295,564
OPERATING PROFIT	5		656,067		891,609
Interest receivable and similar income			1,855		1,317
PROFIT BEFORE TAXATION			657,922		892,926
Tax on profit	6		135,739		187,493
PROFIT FOR THE FINANCIAL YEAR			522,183	,	705,433
OTHER COMPREHENSIVE INCOME			<u>-</u>		
TOTAL COMPREHENSIVE INCOME FOR THE			500 100		705 422
YEAR			522,183		705,433

2Nine Ltd (Registered number: 03982658)

Statement of Financial Position 30 April 2016

		30.4.16		30.4.15	
	Notes	£	£	£	£
FIXED ASSETS Tangible assets	8		1,023		2,223
CURRENT ASSETS Debtors	9	1,952,245		2,140,042	
Cash at bank		306,205		1,704,521	
CREDITORS		2,258,450		3,844,563	
Amounts falling due within one year	10	2,071,096		1,480,592	
NET CURRENT ASSETS			187,354		2,363,971
TOTAL ASSETS LESS CURRENT LIABILITIE	ES		188,377		2,366,194
CAPITAL AND RESERVES					
Called up share capital Retained earnings	11 12		1,000 187,377		1,000 2,365,194
SHAREHOLDERS' FUNDS			188,377		2,366,194

The financial statements were approved by the Board of Directors on 24 January 2017 and were signed on its behalf by:

2Nine Ltd

Statement of Changes in Equity for the Year Ended 30 April 2016

	Called up share capital £	Retained earnings	Total equity
Balance at 1 May 2014	1,000	1,779,761	1,780,761
Changes in equity Dividends Total comprehensive income Balance at 30 April 2015	1,000	(120,000) 705,433 2,365,194	(120,000) 705,433 2,366,194
Changes in equity Dividends Total comprehensive income	- -	(2,700,000) 522,183	(2,700,000) 522,183
Balance at 30 April 2016	1,000	187,377	188,377

Statement of Cash Flows for the Year Ended 30 April 2016

	Notes	30.4.16 £	30.4.15
Cash flavo from anarating activities	Notes	r.	
Cash flows from operating activities Cash generated from operations	16	1,485,937	236,647
Tax paid	••	(186,108)	(206,695)
Net cash from operating activities		1,299,829	29,952
Cash flows from investing activities			
Interest received		1,855	1,317
Net cash from investing activities		1,855	1,317
Cash flows from financing activities		(2,700,000)	(120,000)
Equity dividends paid		(2,700,000)	(120,000)
Net cash from financing activities		(2,700,000)	(120,000)
			
Decrease in cash and cash equivalents Cash and cash equivalents at beginning of year	17	(1,398,316) 1,704,521	(88,731) 1,793,252
	12	206 205	1,704,521
Cash and cash equivalents at end of year	17	306,205	=======================================

Notes to the Financial Statements for the Year Ended 30 April 2016

1. STATUTORY INFORMATION

2Nine Ltd is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention and the functional currency is sterling. The company transitioned from previously extant UK GAAP to FRS 102 as at 1 May 2014. An explanation of how transition to FRS 102 has affected the reported financial position and financial performance is given in the note 18.

Significant judgements and estimates

In preparing the financial statements, management is required to make estimates and assumptions which affect reported income, expenses, assets, liabilities and disclosure of contingent assets and liabilities. Use of available information and application of judgement are inherent in the formation of estimates, together with past experience and expectations of future events that are believed to be reasonable under the circumstances. Actual results in the future could differ from such estimates.

Turnover

Turnover represents the total invoice value, excluding value added tax and trade discounts, of sales made during the year and derives from the provision of goods falling within the company 's ordinary activities.

Tangible fixed assets

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

Plant and machinery

- 25% straight line

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating result.

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 profit or loss in the period to which they relate.

Trade debtors

Trade debtors are amounts due from customers for merchandise sold in the ordinary course of business. Trade debtors are recognised at the undiscounted amount of cash receivable, which is normally the invoice price, less any allowances for doubtful debts.

Trade creditors

Trade creditors are obligations to pay for goods that have been acquired in the ordinary course of business from suppliers. Trade creditors are classified as creditors falling due within one year if payment is due within one year or less. If not, they are presented as creditors falling due after one year.

Trade creditors are recognised at the undiscounted amount owed to the supplier, which is normally the invoice price.

3. TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the company.

An analysis of turnover by class of business is given below:

30.4.16 £	30.4.15 £
7,783,375	7,929,220
7,783,375	7,929,220
	£ 7,783,375

Notes to the Financial Statements - continued for the Year Ended 30 April 2016

3. TURNOVER - continued

		30.4.16	30.4.15
	United Kingdom Rest of the world	£ 7,004,384 778,991	£ 6,240,329 1,688,891
		7,783,375	7,929,220
4.	EMPLOYEES AND DIRECTORS		
		30.4.16 £	30.4.15 £
	Wages and salaries	60,000	60,000
	Social security costs Other pension costs	4,041 58,800	4,084 58,800
	·	122,841	122,884
	·	=====	====
	The average monthly number of employees during the year was as follows:		
		30.4.16	30.4.15
	Management and administration	===	2
		30.4.16	30.4.15
	Directors' remuneration	£ 60,000	£ 60,000
	Directors' pension contributions to money purchase schemes	58,800	58,800
	The number of directors to whom retirement benefits were accruing was as follows:		
	Money purchase schemes	2	2
5.	OPERATING PROFIT		
	The operating profit is stated after charging:		
		30.4.16	30.4.15
	Depreciation - owned assets	£ 1,200	£ 1,229
	Auditors' remuneration	3,750	2,750
	Foreign exchange differences	76,379	119,347
6.	TAXATION		
	Analysis of the tax charge		
	The tax charge on the profit for the year was as follows:	30.4.16 £	30.4.15 £
	Current tax:	135,739	187,493
	UK corporation tax		
	Tax on profit	135,739	187,493

Notes to the Financial Statements - continued for the Year Ended 30 April 2016

6. TAXATION - continued

Reconciliation of total	tax charge included	l in r	profit and loss

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

		30.4.16 £	30.4.15 £
	Profit before tax	657,922	892,926
	Profit multiplied by the standard rate of corporation tax in the UK of 20% (2015 - 20.918%)	131,584	186,782
	Effects of: Expenses not deductible for tax purposes Capital allowances in excess of depreciation	5,342	772 (61)
	Depreciation in excess of capital allowances Adjustments to tax charge in respect of previous periods	198 (1,385)	-
	Total tax charge	135,739	187,493
7.	DIVIDENDS	30.4.16 £	30.4.15 £
	Ordinary A shares shares of £1 each Interim	1,350,000	60,000
	Ordinary B shares shares of £1 each Interim	1,350,000	60,000
		2,700,000	120,000
8.	TANGIBLE FIXED ASSETS		Plant and machinery
	COST At 1 May 2015 and 30 April 2016		£ 37,759
	DEPRECIATION At 1 May 2015 Charge for year		35,536 1,200
	At 30 April 2016		36,736
	NET BOOK VALUE At 30 April 2016		1,023
	At 30 April 2015		2,223
9.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	30.4.16 £	30.4.15 £
	Trade debtors Other debtors	1,946,217 6,028	2,113,764 26,278
		1,952,245	2,140,042
10.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	30.4.16 £	30.4.15 £
	Trade creditors Corporation tax	1,929,641 137,124	1,283,890 187,493
	Social security and other taxes Other creditors	4,331	583 8,626
		2,071,096	1,480,592

Notes to the Financial Statements - continued for the Year Ended 30 April 2016

11. CALLED UP SHARE CAPITAL

Number:	d and fully paid: Class:	Nominal	30.4.16	30.4.15
		value:	£	£
500	Ordinary A shares	£1	500	500
500	Ordinary B shares	£1	500	500
			1,000	1,000
				===

Neither the Ordinary A nor B shares have particular prescribed rights. Both the Ordinary A and B shares have full voting rights.

12. RESERVES

	Retained earnings £
At 1 May 2015 Profit for the year Dividends	2,365,194 522,183 (2,700,000)
At 30 April 2016	187,377

The retained earnings represent cumulative profits.

13. PENSION COMMITMENTS

The company operates a defined contribution scheme for its employees. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund. The outstanding contributions as at 30 April 2016 amounted to £Nil (2015: £Nil).

	2016	2015
	£	£
The pension costs payable for the year werc	58,800	58,800

14. RELATED PARTY DISCLOSURES

Dividends of £100,000 (2015: £120,000) paid in the year have been paid equally to all the shareholders who were also directors of the company.

During the year, a total of key management personnel compensation of £118,800 was paid.

15. ULTIMATE CONTROLLING PARTY

The company was under the joint control of J B Beeby and W L Yang. On 24 March 2016, all the Ordinary A and B shares in issue were transferred to 2 Nine Holdings Limited which is incorporated in England. The parent company is under the control of the Beeby Family Settlement by virtue of it holding the majority of the voting rights.

16. RECONCILIATION OF PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	20110	20 4 1 7
	30.4.16	30.4.15
	£	£
Profit before taxation	657,922	892,926
Depreciation charges	1,200	1,229
Finance income	(1,855)	(1,317)
	657,267	892,838
Decrease/(increase) in trade and other debtors	187,797	(357,329)
Increase/(decrease) in trade and other creditors	640,873	(298,862)
Cash generated from operations	1,485,937	236,647
	=	

Notes to the Financial Statements - continued for the Year Ended 30 April 2016

17. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Statement of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

Year ended 30 April 2016		
	30.4.16	1.5.15
Cash and cash equivalents	£ 306,205	£ 1,704,521
Year ended 30 April 2015		
•	30.4.15	1.5.14
	£	£
Cash and cash equivalents	1,704,521	1,793,252
		

18. FIRST YEAR ADOPTION

These financial statements for the year ended 30 April 2016 are the company's first financial statements that comply with the FRS 102. The company's date of transition to FRS 102 is 1 May 2014. The company's last financial statements prepared in accordance with previous UK GAAP were for the year ended 30 April 2015.

The accounting policies and treatment applied under the company's previous accounting framework were not materially different from those under FRS 102 and the transition has not impacted on equity or profit and loss.

Reconciliation of Equity 1 May 2014 (Date of Transition to FRS 102)

UK GAAP £	Effect of transition to FRS 102 £	FRS 102 £
3 452	_	3,452
	-	1,749,121
-	-	33,592
1,793,232	<u>—</u>	1,793,252
3,575,965		3,575,965
		
(1,793,443)		(1,793,443)
1,782,522	<u> </u>	1,782,522
1,785,974	-	1,785,974
(5,213)	-	(5,213)
1,780,761	<u> </u>	1,780,761
		
1.000	-	1,000
1,779,761	-	1,779,761
1,780,761	-	1,780,761
	3,452 1,749,121 33,592 1,793,252 3,575,965 (1,793,443) 1,782,522 1,785,974 (5,213) 1,780,761 1,000 1,779,761	UK GAAP to FRS 102 £ 3,452 - 1,749,121

Reconciliation of Equity - continued 30 April 2015

Notes	UK GAAP £	Effect of transition to FRS 102 £	FRS 102
FIXED ASSETS Tangible assets	2,223		2,223
CURRENT ASSETS Debtors Cash at bank	2,140,042 1,704,521 3,844,563		2,140,042 1,704,521 3,844,563
CREDITORS Amounts falling due within one year	(1,480,592)		(1,480,592)
NET CURRENT ASSETS	2,363,971	<u> </u>	2,363,971
TOTAL ASSETS LESS CURRENT LIABILITIES	2,366,194	-	2,366,194
NET ASSETS	2,366,194	-	2,366,194
CAPITAL AND RESERVES Called up share capital Retained earnings	1,000 2,365,194	<u>-</u>	1,000 2,365,194
SHAREHOLDERS' FUNDS	2,366,194		2,366,194

Reconciliation of Profit for the Year Ended 30 April 2015

		Effect of	
	UK	transition	
	GAAP	to FRS 102	FRS 102
	£	£	£
TURNOVER	7,929,220	-	7,929,220
Cost of sales	(6,742,047)		(6,742,047)
GROSS PROFIT	1,187,173		1,187,173
Distribution costs	(13,060)	-	(13,060)
Administrative expenses	(282,504)	<u> </u>	(282,504)
OPERATING PROFIT	891,609		891,609
Interest receivable and similar income	1,317	<u> </u>	1,317
PROFIT BEFORE TAXATION	892,926		892,926
Tax on profit	(187,493)	<u> </u>	(187,493)
PROFIT FOR THE FINANCIAL YEAR	705,433	<u> </u>	705,433
			