

REGISTERED NUMBER: 05398492 (England and Wales)

**Strategic Report, Directors' Report and
Audited Financial Statements for the Year Ended 31 March 2016
for
Explore Living Limited**



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for the Year Ended 31 March 2016**

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Explore Living Limited
Company Information
for the Year Ended 31 March 2016

DIRECTORS:

C Richards
A S McIntyre

SECRETARY:

R E Turner

REGISTERED OFFICE:

Bridge Place
Anchor Boulevard
Admirals Park, Crossways
Dartford
Kent
DA2 6SN

REGISTERED NUMBER:

05398492 (England and Wales)

INDEPENDENT AUDITORS:

PricewaterhouseCoopers LLP
Chartered Accountants and
Statutory Auditors
1 Embankment Place
London
WC2N 6RH

**Strategic Report
for the Year Ended 31 March 2016**

The directors present their Strategic Report of Explore Living Limited ("Company") for the year ended 31 March 2016.

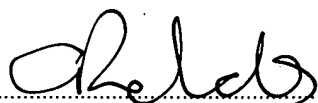
BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The Company is a wholly owned subsidiary of Explore Capital Limited and a member of the Laing O'Rourke Corporation Limited Group ("Group"). During the year the Company suffered losses; trading conditions have improved but still remain uncertain. A summary of the results is shown in the Directors' Report on page 3.

The directors of Laing O'Rourke Corporation Limited manage financial risks for the Group as a whole, rather than as individual entities. For this reason, the Company's directors believe that analysis of the Company's risks should be viewed in the context of the Group. The principal risks and uncertainties of Laing O'Rourke Corporation Limited, which include those of the Company, are discussed in the Group's financial statements which are available publicly. (These can be obtained from the Department of Registrar of Companies in Cyprus upon payment of the appropriate fee), however, does not form part of this report.

The directors of Laing O'Rourke Corporation Limited manage the Group's operations on a divisional basis. For this reason, the Company's directors believe that analysis using key performance indicators should be viewed in the context of the Group. The development, performance and position of the Europe hub of Laing O'Rourke Corporation Limited, which include those of the Company, are discussed in the Group's financial statements which are available publicly. (These can be obtained from the Department of Registrar of Companies in Cyprus upon payment of the appropriate fee), however, does not form part of this report.

ON BEHALF OF THE BOARD:



.....
C Richards - Director

Date: 22/12/16

**Directors' Report
for the Year Ended 31 March 2016**

The directors present their Directors' Report together with the audited financial statements of Explore Living Limited ("Company") for the year ended 31 March 2016.

PRINCIPAL ACTIVITIES

The principal activities of the Company in the year under review were those of construction of residential properties and residential property management.

Information in respect of the Business Review and Principal Risks and Uncertainties are not shown in the Directors' Report because they are presented in the Strategic Report in accordance with s414c(ii) of the Companies Act 2006.

RESULTS

The results for the financial year are set out in the income statement on page 8.

Revenue for the year was £38,000 (2015: £35,381,000). The loss on ordinary activities before taxation for the year was £2,327,000 (2015: £4,184,000) and the loss for the financial year was £2,700,000 (2015: £788,000). The net liability position at 31 March 2016 is £9,044,000 (2015: £6,344,000).

GOING CONCERN

The financial statements have been prepared on the going concern basis which assumes that the Company will continue in operational existence for the foreseeable future. The Company is a member of the group of companies whose ultimate parent is Laing O'Rourke Corporation Limited. The directors have assessed whether the going concern basis of preparation is appropriate by reference to the position of the entire Laing O'Rourke Group, as the Company is reliant on financial support from this group of companies.

The directors of Laing O'Rourke Corporation Limited have carefully considered those factors likely to affect the Group's future development, performance and financial position in relation to the ability of the Group to operate within its current and foreseeable resources, financial and operational. Specifically it has assessed the impact of challenging trading and financial difficulties experienced by its UK business during the year, in particular in respect to certain problem contracts, which culminated with the Group refinancing its UK businesses on 14 April 2016. Prior to concluding the refinancing, the Group secured a covenant waiver and standstill agreement from all its financial stakeholders, which ensured the Group remained compliant with the terms of its bank facilities. As part of the refinancing on 14 April 2016 a number of new bank covenants were established, including covenants relating to liquidity, tangible net worth and the requirement that the estimated final margin on a specific project is not below a certain amount. In December 2016 the specific margin covenant was adjusted to reflect changes in the expected end of contract forecast. If certain of these covenants are breached this will constitute an event of default on the Group's borrowing facilities. The directors of the Group have reviewed these covenants and are confident that they will be complied with.

After a detailed review of the Group's business plans, including contract performance, the directors believe the UK refinancing and other finance provides adequate headroom for the Group for the foreseeable future and that the business risks are manageable within the limits sets out in the Group's core business and financing plans.

Laing O'Rourke Plc has provided a letter of support to the Company. Accordingly, the Directors of Explore Living Ltd have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, and conclude that it is appropriate for these financial statements to be prepared on a going concern basis.

DIVIDENDS

No dividends were declared or paid during the year (2015: £nil). The directors do not recommend the payment of a final dividend (2015: £nil).

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

**Directors' Report
for the Year Ended 31 March 2016**

DIRECTORS

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

C Richards

Other changes in directors holding office are as follows:

J A Inglis - resigned 30 November 2015

A S McIntyre - appointed 27 May 2015

C M Tuckett - resigned 27 May 2015

DIRECTORS' INDEMNITIES

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year directors' and officers' liability insurance in respect of itself and its directors.

EMPLOYMENT POLICY

The Group continues to provide employees with relevant information and to seek their views on matters of common concern through their representatives and through line managers. Priority is given to ensuring that employees are aware of significant matters affecting the Company's trading position and of any significant organisational changes. The Group treats each application for employment, training and promotion on merit. Full and fair consideration is given to both disabled and able-bodied applicants and employees. If existing employees become disabled, every effort is made to find them appropriate work and training is provided if necessary.

HEALTH, SAFETY AND WELFARE

The Group is committed to ensuring the health, safety and welfare of all employees at work. All reasonable measures have been taken to achieve this policy. Arrangements have been made to protect other persons against risk to health and safety arising from the activities of the Group's employees when at work.

**Directors' Report
for the Year Ended 31 March 2016**

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Strategic Report, 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 UK Accounting Standards including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the Company's shareholders in writing about the use of disclosure exemptions if any, of FRS 101 used in the preparations of 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.

The directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

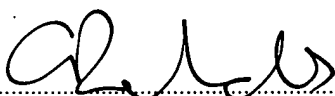
STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

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 ought to have been 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.

AUDITORS

In accordance with section 487(2) of the Companies Act 2006, the independent auditors, PricewaterhouseCoopers LLP, are deemed to be re-appointed.

ON BEHALF OF THE BOARD:



C Richards - Director

Date: 22/12/16

**Independent Auditors' Report to the Members of
Explore Living Limited**

REPORT ON THE FINANCIAL STATEMENTS

Our opinion

In our opinion, Explore Living Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 March 2016 and of its loss 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.

What we have audited

The financial statements, included within the Strategic Report, Directors' Report and Audited Financial Statements ("the Annual Report"), comprise:

- the Statement of Financial Position as at 31 March 2016;
- the Income Statement for the year then ended,
- the Statement of Other Comprehensive Income for the year then ended;
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

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

OTHER MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit;
- adequate accounting records have not been kept by the Company, 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions arising from this responsibility.

RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS AND THE AUDIT

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 5, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the parent company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**Independent Auditors' Report to the Members of
Explore Living Limited**

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report 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.



Mark Gill (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

Date: 22 December 2016

Explore Living Limited (Registered number 05398492)

**Income Statement
for the Year Ended 31 March 2016**

		Pre Exceptional items	Exceptional items (note 3)	Total	Total
		2016	2016	2016	2015
	Notes	£'000	£'000	£'000	£'000
REVENUE		38	-	38	35,381
Cost of sales		(51)	-	(51)	(35,774)
Gross loss		(13)	-	(13)	(393)
Administrative expenses	3	(1,359)	(2,400)	(3,759)	(2,548)
OPERATING LOSS		(1,372)	(2,400)	(3,772)	(2,941)
Income from subsidiaries		181	-	181	-
Interest income and similar income	4	1,267	-	1,267	1,775
Interest expense	5	(3)	-	(3)	(3,018)
Loss on ordinary activities before taxation	6	73	(2,400)	(2,327)	(4,184)
Taxon loss on ordinary activities	7	(373)		(373)	3,396
Loss for the financial year		(300)	(2,400)	(2,700)	(788)

The notes form part of these financial statements

Explore Living Limited (Registered number: 05398492)

**Statement of Other Comprehensive Income
for the Year Ended 31 March 2016**

	2016	2015
Notes	£'000	£'000
LOSS FOR THE YEAR	(2,700)	(788)
OTHER COMPREHENSIVE INCOME	<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>(2,700)</u>	<u>(788)</u>

The notes form part of these financial statements

Explore Living Limited (Registered number: 05398492)

**Statement of Financial Position
31 March 2016**

	Notes	2016 £'000	2015 £'000
FIXED ASSETS			
Property, plant and equipment	8	-	-
Investments	9	<u>73</u>	<u>149</u>
		<u>73</u>	<u>149</u>
CURRENT ASSETS			
Inventories	10	9,907	12,053
Trade and other receivables	11	12,917	20,410
Cash at bank		<u>145</u>	<u>727</u>
		22,969	33,190
CREDITORS			
Amounts falling due within one year	12	<u>(31,998)</u>	<u>(39,561)</u>
NET CURRENT LIABILITIES		<u>(9,029)</u>	<u>(6,371)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		(8,956)	(6,222)
CREDITORS			
Amounts falling due after more than one year	13	<u>(88)</u>	<u>(122)</u>
NET LIABILITIES		<u>(9,044)</u>	<u>(6,344)</u>
CAPITAL AND RESERVES			
Called up share capital	15	-	-
Retained earnings	16	<u>(9,044)</u>	<u>(6,344)</u>
SHAREHOLDERS' FUNDS		<u>(9,044)</u>	<u>(6,344)</u>

The financial statements on pages 8 to 23 were authorised for issue by the Board of Directors on 22/12/16 and were signed on its behalf by:



.....
C Richards - Director

The notes form part of these financial statements

Explore Living Limited (Registered number: 05398492)

**Statement of Changes in Equity
for the Year Ended 31 March 2016**

	Called up share capital £'000	Retained losses £'000	Total shareholders' deficit £'000
Balance at 1 April 2014	-	(5,556)	(5,556)
Changes in equity			
Loss for the financial year and total comprehensive expense for the year	-	(788)	(788)
Balance at 31 March 2015	-	(6,344)	(6,344)
Changes in equity			
Loss for the financial year and total comprehensive expense for the year	-	(2,700)	(2,700)
Balance at 31 March 2016	-	(9,044)	(9,044)

The notes form part of these financial statements

Notes to the Financial Statements
for the Year Ended 31 March 2016

1. ACCOUNTING POLICIES

Basis of preparation

These financial statements of Explore Living Limited have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" and the Companies Act 2006. The financial statements have been prepared on a going concern basis under the historical cost convention.

The company transitioned from previously extant UK GAAP to FRS 101 as at 1 April 2014. An explanation of how transition to FRS 101 has affected the reported financial position and financial performance is given in note 21.

The financial statements are presented in Sterling (£) which is the functional currency for the company.

Going concern

The financial statements have been prepared on the going concern basis which assumes that the Company will continue in operational existence for the foreseeable future. The Company is a member of the group of companies whose ultimate parent is Laing O'Rourke Corporation Limited. The directors have assessed whether the going concern basis of preparation is appropriate by reference to the position of the entire Laing O'Rourke Group, as the Company is reliant on financial support from this group of companies.

The directors of Laing O'Rourke Corporation Limited have carefully considered those factors likely to affect the Group's future development, performance and financial position in relation to the ability of the Group to operate within its current and foreseeable resources, financial and operational. Specifically it has assessed the impact of challenging trading and financial difficulties experienced by its UK business during the year, in particular in respect to certain problem contracts, which culminated with the Group refinancing its UK businesses on 14 April 2016. Prior to concluding the refinancing, the Group secured a covenant waiver and standstill agreement from all its financial stakeholders, which ensured the Group remained compliant with the terms of its bank facilities. As part of the refinancing on 14 April 2016 a number of new bank covenants were established, including covenants relating to liquidity, tangible net worth and the requirement that the estimated final margin on a specific project is not below a certain amount. In December 2016 the specific margin covenant was adjusted to reflect changes in the expected end of contract forecast. If certain of these covenants are breached this will constitute an event of default on the Group's borrowing facilities. The directors of the Group have reviewed these covenants and are confident that they will be complied with.

After a detailed review of the Group's business plans, including contract performance, the directors believe the UK refinancing and other finance provides adequate headroom for the Group for the foreseeable future and that the business risks are manageable within the limits sets out in the Group's core business and financing plans.

Laing O'Rourke Plc has provided a letter of support to the Company. Accordingly, the Directors of Explore Living Ltd have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, and conclude that it is appropriate for these financial statements to be prepared on a going concern basis.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2016

1. ACCOUNTING POLICIES - continued

Basis of consolidation

The results of the Company have been incorporated into the consolidated financial statements of Laing O'Rourke Corporation Limited, which are publicly available, therefore the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement;
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1; and
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D and 111 of IAS 1 Presentation of Financial Statements;
- the requirements of paragraphs 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group;
- the requirements of paragraphs 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairments of Assets.

Judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on a continuing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any impairment losses. Cost comprises purchase price and directly attributable costs.

Depreciation is provided at rates calculated to write off the cost or valuation less residual value of each asset evenly over its expected useful life, as follows:

Websites - 1 year

Notes to the Financial Statements - continued
for the Year Ended 31 March 2016

1. ACCOUNTING POLICIES - continued

Fixed asset investments

Fixed asset investments are stated at cost less provision for a permanent diminution in value. Income from investments is included in the income statement as committed.

Inventories and work in progress

Inventories and work in progress, including land and related development activity thereon, are valued at the lower of cost and estimated net realisable value. The cost of work in progress and finished goods comprises materials, direct and sub-contract labour and attributable production overheads. Net realisable value is based on estimated selling price less further costs to completion and distribution.

Current and deferred tax

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the statement of financial position date.

Deferred tax is recognised in respect of all temporary differences that have originated but not reversed at the statement of financial position date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the statement of financial position date.

A deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying temporary differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the temporary differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is measured on an undiscounted basis.

Trade and other receivables

Trade and other receivables are initially recorded at fair value and subsequently measured at amortised cost as reduced by appropriate allowances for estimated irrecoverable amounts.

Trade and other payables

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

Loans and overdrafts

Interest-bearing bank loans and overdrafts are recognised initially at fair value net of transaction costs incurred, and subsequently measured at amortised cost with the difference between initial net proceeds and redemption value recognised in the income statement over the period to redemption.

**Notes to the Financial Statements - continued
for the Year Ended 31 March 2016**

1. ACCOUNTING POLICIES - continued

Revenue

Revenue is measured at the fair value of the consideration received or receivable, net of value-added tax, for goods and services supplied to customers. It includes the Company's share of revenue from work carried out under jointly controlled operations. Revenue from the sale of goods is recognised when the Company has transferred significant risks and rewards of ownership of the goods to the buyer, the revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the Company.

Rental income is recognised in the income statement on a straight line basis over the term of the lease. Lease incentives are recognised as an integral part of the total rental income.

Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases where a significant portion of the risks and rewards of ownership is transferred to the Company, are classified as finance leases.

Leases other than finance leases are classified as operating leases. Payments made under operating leases are recognised as an expense in the income statement on a straight-line basis over the lease term. Any incentives to enter into operating leases are recognised as a reduction of rental expense over the lease term on a straight-line basis.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2016

1. ACCOUNTING POLICIES - continued

Finance costs

Interest on specific funds borrowed for the construction of qualifying assets is capitalised and released to the income statement in line with revenue. All other finance costs are charged to the income statement on an accruals basis.

Foreign currencies

Foreign currency transactions are translated into pounds sterling using the exchange rates prevailing at the date of the transaction. Foreign currency denominated monetary assets and liabilities are re-translated at the exchange rates ruling at the statement of financial position date. Exchange differences arising from foreign currency transactions are reflected in the income statement.

Cash & cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Interest income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

2. EMPLOYEES AND DIRECTORS

The Company has no employees (2015: none). All of the directors and staff working on the Company's contracts are employed by another subsidiary undertaking of Laing O'Rourke Corporation Limited, Laing O'Rourke Services Limited. Costs for staff are incurred on the basis of time spent on the Company's contracts and these costs are included in cost of sales or administrative expenses as appropriate. The management charge includes a recharge of administrative costs borne by Laing O'Rourke Services Limited on behalf of the company and it is not possible to identify separately the amount of directors' emoluments.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2016

3. **EXCEPTIONAL ITEMS**

	2016 £000	2015 £000
Impairment of undeveloped sites	<u>2,400</u>	<u>-</u>
	2,400	-

During the year the Directors reviewed the carrying value of the Company's residential and mixed-use development assets in accordance with current accounting standards. As a result of the review, the Company has impaired assets of £2.4m.

4. **INTEREST INCOME AND SIMILAR INCOME**

	2016 £'000	2015 £'000
Other non operating income	175	83
Interest receivable from group undertakings	727	1,638
Finance income	<u>365</u>	<u>54</u>
	<u>1,267</u>	<u>1,775</u>

5. **INTEREST EXPENSE**

	2016 £'000	2015 £'000
Finance expense	<u>3</u>	<u>3,018</u>

6. **LOSS BEFORE TAXATION**

Loss before taxation is stated after charging/(crediting):

	2016 £'000	2015 £'000
Provision for diminution in value of investments	76	258
Dividends from subsidiary undertakings	(181)	-
Management charges	<u>279</u>	<u>1,708</u>

The audit fee and some administrative expenses of the Company were borne by another Group company, Laing O'Rourke Services Limited.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2016

7. TAXATION

	2016 £'000	2015 £'000
Current tax		
UK corporation tax	(385)	(825)
Adjustments in respect of prior years	<u>789</u>	<u>(2,571)</u>
Total current tax charge/(credit)	<u>404</u>	<u>(3,396)</u>
Deferred tax		
Adjustments in respect of prior years	(33)	-
Impact of change in tax rate	<u>2</u>	<u>-</u>
Total deferred tax credit	<u>(31)</u>	<u>-</u>
Tax on loss on ordinary activities	<u>373</u>	<u>(3,396)</u>

The tax assessed for the year is higher than (2015: lower) the standard rate of corporation tax in the UK 20% (2015: 21%). The differences are explained below:

Loss on ordinary activities before taxation	<u>(2,327)</u>	<u>(4,184)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015: 21%)	(465)	(879)
Effects of:		
- income not subject to tax	65	-
- provision for diminution in value of investments	15	54
- adjustments in respect of prior years	756	(2,571)
- impact of change in future tax rates	<u>2</u>	<u>-</u>
Total tax charge/(credit)	<u>373</u>	<u>(3,396)</u>

Factors that may affect future tax charges

The tax rate for the current year is lower than the prior year due to changes in the UK corporation tax rate which decreased from 21% to 20% from 1 April 2015.

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2015 on 26 October 2015. These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 18% from 1 April 2020. Deferred taxes at the statement of financial position date have been measured using these enacted tax rates and reflected in these financial statements.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2016

8. **PROPERTY, PLANT AND EQUIPMENT**

	Website £'000
COST	
At 1st April 2015 and 31 March 2016	<u>49</u>
DEPRECIATION	
At 1st April 2015 and 31 March 2016	<u>49</u>
NET BOOK VALUE	
At 31st March 2015 and 31 March 2016	<u><u>-</u></u>

Notes to the Financial Statements - continued
for the Year Ended 31 March 2016

9. INVESTMENTS

	Subsidiary undertakings shares £'000
COST	
At 1 April 2015	13,564
Disposal	-
At 31 March 2016	13,564
IMPAIRMENT	
At 1 April 2015	13,415
Increase in impairment	76
At 31 March 2016	13,491
NET BOOK VALUE	
At 31 March 2016	73
At 31 March 2015	149

The directors believe that the carrying value of investments are supported by their underlying net assets.

The impairment relates to provision for diminution in value of subsidiary undertakings with respect to their net asset positions at 31 March 2016.

Holdings

The Company holds an interest in the share capital of the following companies:

Subsidiary undertaking	Principal activity	Interest in ordinary voting shares
Explore Living (No.1) Limited	Residential property development	100%
Explore Living Balls Park Limited	Residential property development	100%
Explore Living Property Management Limited	Residential rental management company	100%
Explore Living South East Limited	Dormant company	100%

All of the companies above are registered in England and Wales and have a registered address of Bridge Place, Anchor Boulevard, Admirals Park, Dartford, Kent DA2 6SN.

Explore Living Limited held an interest throughout the year in New Meridian Village Management Company Limited, a company limited by guarantee. The company is registered in England and Wales and its principal activity was that of residential development management.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2016

10. INVENTORIES

	2016	2015
	£'000	£'000
Inventories	9,907	11,543
Work-in-progress (capitalised interest)	-	510
	<u>9,907</u>	<u>12,053</u>

Inventories are stated after an impairment of £2,400,000 (2015: £nil).

11. TRADE AND OTHER RECEIVABLES

	2016	2015
	£'000	£'000
Amounts falling due within one year:		
Trade receivables	1	1
Amounts owed by group undertakings	10,409	16,915
Tax & social security	1	-
Corporation tax	1,559	1,964
Deferred tax asset	31	-
	<u>12,001</u>	<u>18,880</u>

Amounts falling due after more than one year:
Trade receivables

916 1,530

Aggregate amounts

12,917 20,410

The deferred tax balance is discussed in more detail in note 14.

Amounts owed by Explore Living Property Management Limited, a subsidiary company, accrue interest of 3% over LIBOR. At 31 March 2016 amounts owed by Explore Living Property Management Limited amounted to £10,838,000 (2015: £16,845,000). Amounts owed by other group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2016	2015
	£'000	£'000
Trade payables	9	382
Amounts owed to group undertakings	31,094	29,170
Tax & social security	-	8,714
Other payables	131	133
Accruals and deferred income	764	1,162
	<u>31,998</u>	<u>39,561</u>

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2016

13. **CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	2016 £'000	2015 £'000
Trade payables	<u>88</u>	<u>122</u>

14. **DEFERRED TAX**

	2016 £'000	2015 £'000
At 1 April	-	-
Deferred tax credited in the income statement (note 7)	<u>31</u>	<u>-</u>
At 31 March	<u>31</u>	<u>-</u>
Deferred tax comprises:		
Accelerated capital allowance	<u>31</u>	<u>-</u>

The deferred taxation asset has been reported within receivables (note 11).

The directors consider that it is more likely than not that there will be sufficient taxable profits in the future such as to realise the deferred tax asset, and therefore the asset has been recognised in these financial statements.

15. **CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:		Nominal	2016	2015
Number:	Class:	value:	£	£
50,000	Ordinary	£1	<u>1</u>	<u>1</u>

16. **RESERVES**

See Statement of Changes in Equity for breakdown.

17. **ULTIMATE PARENT COMPANY**

The immediate parent undertaking of Explore Living Limited, is Explore Capital Limited, a company registered in England and Wales.

The ultimate parent undertaking and controlling party is Suffolk Partners Corporation, a company incorporated in the British Virgin Islands.

Laing O'Rourke Corporation Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 March 2016. Copies of the Laing O'Rourke Corporation Limited consolidated financial statements are available for viewing at the Registrar of Companies in Cyprus on payment of the appropriate fee.

Laing O'Rourke Plc is the parent undertaking of the smallest group of undertakings to consolidate these financial statements. The consolidated financial statements of Laing O'Rourke Plc are available from the Registrar of Companies in England and Wales on payment of the appropriate fee.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2016

18. CONTINGENT LIABILITIES

The Company has given performance and trade guarantees in the normal course of business. The Company is party to disputes from which legal actions have or may arise in the ordinary course of business. While the outcome of these disputes is uncertain, the directors believe that, except where provided in these financial statements, no material loss to the Company will occur. In forming their opinions the directors have taken relevant legal advice.

19. RELATED PARTY DISCLOSURES

As a wholly owned subsidiary within the Laing O'Rourke Corporation Limited Group, the Company has taken advantage of the exemption permitted by FRS 101 not to provide information on related party transactions with other undertakings within the Laing O'Rourke Corporation Limited Group.

There are no other related party transactions.

20. EVENTS AFTER THE REPORTING PERIOD

On 23 June 2016 the UK electorate voted to leave the European Union. This decision commences a process that is likely to take a minimum of two years to complete, and during this time the UK remains a member of the European Union. There will be a resulting period of uncertainty for the UK economy and real estate markets, with increased volatility expected in financial markets. This does not impact the fair value of assets and liabilities reported at the statement of financial position date of 31 March 2016.

21. FIRST YEAR ADOPTION

There are no adjustments on transition to FRS 101 that affect the reported financial position and financial performance of the Company.

This is the first year in respect of which the Company has prepared its financial statements under FRS 101. The previous financial statements for the year ended 31 March 2015 were prepared under "old UK GAAP". The date of transition to FRS 101 is 1 April 2014.