

**Directors' report and
financial statements for the year ended 30 September 2023
for
Conygar Holyhead Limited**

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Conygar Holyhead Limited
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For the year ended 30 September 2023

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Conygar Holyhead Limited
Company information
For the year ended 30 September 2023

DIRECTORS:

R T E Ware
C J D Ware
F N G Jones
D Baldwin

REGISTERED OFFICE:

1 Duchess Street
London
W1W 6AN

REGISTERED NUMBER:

06329820 (England and Wales)

INDEPENDENT AUDITOR:

Saffery LLP
71 Queen Victoria Street
London
EC4V 4BE

Conygar Holyhead Limited
Directors' report
For the year ended 30 September 2023

The Directors present their report and the financial statements of the Company for the year ended 30 September 2023.

PRINCIPAL ACTIVITY

The principal activity of the Company is that of property development.

BUSINESS REVIEW

At Holyhead Waterfront, Anglesey, the detailed application and marine licence applications, submitted in October 2021, for a proposed development to include a 250-berth marina, 259 townhouses and apartments, marine commercial and additional A1/A3 retail units, were validated in January 2022. The determination of this application was delayed by a lack of available planning officers but is now progressing.

However, as a result of the combined impact from planning delays, increased finance costs and construction cost price inflation, particularly associated with the marine infrastructure works, we have fully written down the value of Holyhead Waterfront at 30 September 2023. These factors have detrimentally affected the residual value of the proposed development as has occurred during recent years across many sites in the UK.

RESULTS

The loss for the year, after tax, amounted to £5,345,981 (2022: loss of £385,005).

DIRECTORS

The Directors who served during the year were:

R T E Ware
F N Jones
C J D Ware
D Baldwin

GOING CONCERN

As at 30 September 2023, the Company had net liabilities of £4,568,511 (2022: net assets of £777,470) which included amounts due to the ultimate parent undertaking, The Conygar Investment Company PLC, of £4,531,580 (2022: £4,224,282). These financial statements have been prepared on a going concern basis as the ultimate parent undertaking has pledged its continuing support for a minimum of 12 months from the date of issuing these financial statements.

DIRECTORS' INDEMNITIES

The Company has made qualifying third party indemnity provisions for the benefit of its Directors which were made during the year and remain in force at the date of this report.

DIRECTORS' RESPONSIBILITIES STATEMENT

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 applicable law and United Kingdom Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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:

Conygar Holyhead Limited
Directors' report (continued)
For the year ended 30 September 2023

DIRECTORS' RESPONSIBILITIES STATEMENT (continued)

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; 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. The Directors 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.

DISCLOSURE OF INFORMATION TO AUDITOR

In so far as each of the persons who is a Director at the date of this annual report is aware, there is no relevant audit information of which the Company's auditor is unaware, and each Director has taken all the steps that ought to have been taken as a Director in order to be made aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

AUDITOR

Under section 487(2) of the Companies Act 2006, Saffery LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

SMALL COMPANIES NOTE

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by Section 415A of the Companies Act 2006.

This report was approved by the Board on 27 November 2023 and signed on its behalf.



D Baldwin
Director

Conygar Holyhead Limited
Independent auditor's report to the members of Conygar Holyhead Limited
For the year ended 30 September 2023

Opinion

We have audited the financial statements of Conygar Holyhead Limited for the year ended 30 September 2023 which comprise the profit and loss account, the statement of comprehensive income, the balance sheet and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102, 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 30 September 2023 and 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.

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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The directors are responsible for the 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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Opinions on other matters 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.

Conygar Holyhead Limited**Independent auditor's report to the members of Conygar Holyhead Limited (continued)****For the year ended 30 September 2023****Matters on which we are required to report by exception**

In the light of the 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 in relation to which 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; and
- 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 from the requirement to prepare a Strategic Report and in preparing the Directors' Report.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on pages 4 and 5, 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.

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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud are detailed below.

Identifying and assessing risks related to irregularities:

We assessed the susceptibility of the company's financial statements to material misstatement and how fraud might occur, including through discussions with the directors, discussions within our audit team planning meeting, updating our record of internal controls and ensuring these controls operated as intended. We evaluated possible incentives and opportunities for fraudulent manipulation of the financial statements. We identified laws and regulations that are of significance in the context of the company by discussions with directors and updating our understanding of the sector in which the company operates.

Laws and regulations of direct significance in the context of the company include The Companies Act 2006 and UK Tax legislation.

Audit response to risks identified:

We considered the extent of compliance with these laws and regulations as part of our audit procedures on the related financial statement items including a review of financial statement disclosures. We reviewed the company's records of breaches of laws and regulations, minutes of meetings and correspondence with relevant authorities to identify potential material misstatements arising. We discussed the company's policies and procedures for compliance with laws and regulations with members of management responsible for compliance.

Conygar Holyhead Limited

Independent auditor's report to the members of Conygar Holdings Limited (continued)

For the year ended 30 September 2023

During the planning meeting with the audit team, the engagement partner drew attention to the key areas which might involve non-compliance with laws and regulations or fraud. We enquired of management whether they were aware of any instances of non-compliance with laws and regulations or knowledge of any actual, suspected or alleged fraud. We addressed the risk of fraud through management override of controls by testing the appropriateness of journal entries and identifying any significant transactions that were unusual or outside the normal course of business. We assessed whether judgements made in making accounting estimates gave rise to a possible indication of management bias. At the completion stage of the audit, the engagement partner's review included ensuring that the team had approached their work with appropriate professional scepticism and thus the capacity to identify non-compliance with laws and regulations and fraud.

There are inherent limitations in the audit procedures described above and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

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.



Michael Di Leto (Senior Statutory Auditor)
for and on behalf of Saffery LLP

Chartered Accountants
Statutory Auditors

71 Queen Victoria Street
London
EC4V 4BE

27 November 2023

Conygar Holyhead Limited
Profit and loss account
For the year ended 30 September 2023

	Note	Year ended 30 September 2023 £	Year ended 30 September 2022 £
TURNOVER	4	104,193	106,628
Development costs written off	7	<u>(5,163,748)</u>	<u>(289,363)</u>
GROSS LOSS		(5,059,555)	(182,735)
Administrative expenses		<u>(286,442)</u>	<u>(202,284)</u>
OPERATING LOSS	5	(5,345,997)	(385,019)
Interest receivable and similar income		<u>16</u>	<u>14</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAX		(5,345,981)	(385,005)
Tax on loss on ordinary activities	6	<u>-</u>	<u>-</u>
LOSS FOR THE YEAR		<u>(5,345,981)</u>	<u>(385,005)</u>

The notes on pages 12 to 15 form part of these financial statements.

Conygar Holyhead Limited
Statement of comprehensive income
For the year ended 30 September 2023

	Year ended 30 September 2023 £	Year ended 30 September 2022 £
Loss for the financial year	<u>(5,345,981)</u>	<u>(385,005)</u>
TOTAL COMPREHENSIVE CHARGE FOR THE YEAR	<u>(5,345,981)</u>	<u>(385,005)</u>

The notes on pages 12 to 15 form part of these financial statements.

Conygar Holyhead Limited
Registered number: 06329820
Balance sheet
As at 30 September 2023

	Note	30 September 2023 £	30 September 2022 £
CURRENT ASSETS			
Stock	7	-	5,000,000
Debtors	8	78,107	42,880
Cash at bank		4,964	-
		<u>83,071</u>	<u>5,042,880</u>
CREDITORS			
Amounts falling due within one year	9	<u>(4,651,582)</u>	<u>(4,265,410)</u>
NET (LIABILITIES) / ASSETS		<u>(4,568,511)</u>	<u>777,470</u>
CAPITAL AND RESERVES			
Called up share capital	10	1,000	1,000
Retained earnings		<u>(4,569,511)</u>	<u>776,470</u>
		<u>(4,568,511)</u>	<u>777,470</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A – small entities.

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 27 November 2023.



R T E Ware
Director



D Baldwin
Director

The notes on pages 12 to 15 form part of these financial statements.

1. GENERAL INFORMATION

Conygar Holyhead Limited is a private company limited by shares incorporated in the United Kingdom and domiciled in England and Wales. The address of the registered office and principal place of business is 1 Duchess Street, London W1W 6AN.

The principal activity of the Company is that of property development.

2. ACCOUNTING POLICIES

Basis of preparation of financial statements

The financial statements are presented in Sterling as this is the Company's functional currency. Amounts are rounded to the nearest pound, unless otherwise stated.

The financial statements have been prepared under the historical cost convention and in accordance with Section 1A of Financial Reporting Standard 102, The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and therefore continue to adopt the going concern basis of accounting in preparing the financial statements.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

Turnover

Turnover represents rents receivable during the year at invoiced amounts excluding any value added tax.

Operating leases

Judgement is exercised in considering the potential transfer of the risks and rewards of ownership for all properties leased to tenants and determine whether such leases are operating leases. A lease is classified as a finance lease if substantially all of the risks and rewards of ownership transfer to the lessee. If the Company substantially retains those risks, a lease is classified as an operating lease. All the leases reflected in these financial statements are classified as operating leases.

Development and trading properties

Development and trading properties are reported in the balance sheet at the lower of cost and net realisable value. Cost comprises the original purchase price of the property together with directly attributable costs. Net realisable value represents the estimated selling price less all estimated costs of completion.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and deposits with maturities of three months or less held with banks and financial institutions.

Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2. ACCOUNTING POLICIES (continued)

Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Interest income

Interest income is recognised in the profit and loss account using the effective interest method.

Tax

Tax is recognised in the profit and loss account, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

3. JUDGEMENTS IN APPLYING KEY ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements required the Directors to make judgements, estimates and assumptions that may affect the reported amounts of assets and liabilities at each balance sheet date and the reported amounts of revenue and expenses during the year. These estimates are based on historical experience and various other assumptions that management and the Board believe are reasonable under the circumstances.

The principal area of estimation uncertainty that has a significant risk of causing material adjustment to the carrying amount of assets within the next financial year is the net realisable value of properties held for development, which requires an assessment of fair value for the underlying assets using property appraisal techniques and other valuation methods. Such estimates are inherently subjective and actual values can only be determined in a sales transaction.

4. TURNOVER

All turnover arose from the Company's principal activity and within the United Kingdom.

5. OPERATING LOSS

The auditor's remuneration is borne by a fellow group company.

The Company has no employees and no Director received any remuneration during the year (2022: £nil).

Conygar Holyhead Limited
Notes to the financial statements (continued)
For the year ended 30 September 2023

6. TAX

	Year ended 30 September 2023 £	Year ended 30 September 2022 £
Tax on loss on ordinary activities	-	-

Factors affecting tax for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 19.0% (2022: 19.0%). The differences are explained below:

	Year ended 30 September 2023 £	Year ended 30 September 2022 £
Loss on ordinary activities before tax	(5,345,981)	(385,005)
Loss on ordinary activities multiplied by standard rate of UK corporation tax	(1,015,736)	(73,151)
Effects of:		
Tax losses carried forward	1,015,736	-
Group relief	-	73,151
Tax for the year	-	-

7. DEVELOPMENT AND TRADING PROPERTIES

	30 September 2023 £	30 September 2022 £
At the start of the year	5,000,000	5,000,000
Additions in the year	163,748	289,363
Write down of carrying value	(5,163,748)	(289,363)
At the end of the year	-	5,000,000

The net realisable value of properties held for development requires an assessment of the underlying assets using property appraisal techniques and other valuation methods. Such estimates are inherently subjective as they are made on assumptions which may not prove to be accurate and which can only be determined in a sales transaction.

As a result of the combined impact from planning delays, increased finance costs and construction cost price inflation, particularly associated with the marine infrastructure works, we have fully written down the value of Holyhead Waterfront at 30 September 2023. These factors have detrimentally affected the residual value of the proposed development as has occurred during recent years across many sites in the UK.

Conygar Holyhead Limited
Notes to the financial statements (continued)
For the year ended 30 September 2023

8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30 September 2023	30 September 2022
	£	£
Trade debtors	46,138	22,757
Other debtors	31,969	20,123
	<u>78,107</u>	<u>42,880</u>

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30 September 2023	30 September 2022
	£	£
Trade creditors	96,330	17,268
Accruals and deferred income	23,672	23,860
Amounts owed to group undertaking	4,531,580	4,224,282
	<u>4,651,582</u>	<u>4,265,410</u>

10. SHARE CAPITAL

	30 September 2023	30 September 2022
	£	£
Allotted and called up 1,000 Ordinary shares of £1	<u>1,000</u>	<u>1,000</u>

11. OPERATING LEASES

The Company receives income from its development property. At 30 September 2023, the minimum lease payments receivable under non-cancellable operating leases were as follows:

	30 September 2023	30 September 2022
	£	£
Less than one year	77,351	78,240
Between one and five years	306,842	306,842
Over 5 years	749,184	825,895
	<u>1,133,377</u>	<u>1,210,977</u>

12. RELATED PARTY TRANSACTIONS

The ultimate parent undertaking, The Conygar Investment Company PLC, has provided a loan to the Company and the outstanding balance at 30 September 2023 was £4,531,580 (2022: £4,224,282). This loan is unsecured, interest free and repayable on demand.

During the year, the Company paid a management fee of £50,000 (2022: £50,000) to The Conygar Investment Company PLC in respect of management services.

13. CONTROLLING PARTY

The Company's immediate parent undertaking is Conygar Holdings Limited and the ultimate parent undertaking is The Conygar Investment Company PLC. The consolidated financial statements of The Conygar Investment Company PLC are available to the public and may be obtained from its registered office at 1 Duchess Street, London W1W 6AN.