



BMS Asia Holdings Limited

Annual Report and Financial Statements

For the period to 31 December 2020

Registered No: 12690741



Registered No: 12690741

Directors

N J Moss

Secretary

S K Bryant

Auditor

Deloitte LLP
1 New Street Square
London
EC4A 3HQ

Registered Office

One America Square
London
EC3N 2LS

Strategic Report

The Director presents the Strategic Report for the period ended 31 December 2020.

Business review

The principal activity of BMS Asia Holdings Limited ("the Company") is, and will continue to be a holding company. All of the Company's trading subsidiaries are insurance and reinsurance broking companies.

The company was incorporated on 22 June 2020 and began trading on the same date; the accounts cover the period from incorporation to 31 December 2020.

The business review is discussed in more detail in the accounts of the ultimate parent company, BMS Investment Holding Company Limited.

The Director continues to adopt the going concern basis in preparing the annual report and accounts, which is discussed further in note 1.

The Director expects the general level of activity to increase in the forthcoming year.

Results and dividends

The financial results are set out in the profit and loss account on page 9.

The loss attributable to shareholders amounted to £214,000. No dividends were declared or paid in the period.

At the period end the Company had net liabilities of £214,000.

Principal Risks and Uncertainties

A review of the principal risks and uncertainties faced by the Company and how it mitigates against them is set out in the Director's Report.

Approved by the Board of Directors on 18 August 2021 and signed on its behalf.



S K Bryant

Company Secretary

18 August 2021

Director's Report (continued)

The Director presents the report and financial statements for the period ended 31 December 2020.

Directors

The director of the company who served during the period and until the date of signing was:

N J Moss (appointed 22 June 2020)

Director's liabilities

The Company has granted an indemnity to its director against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force at the date of approving the Director's Report.

Principal risks and uncertainties

The management of the Company's business and the execution of its strategy are subject to a number of risks and uncertainties, which can be categorised broadly into "financial risks".

Financial Risks

The key financial risks affecting the Company are credit risk and liquidity risk.

The Group manages its financial risks through a framework of policies and procedures approved by the Director.

Credit risk

The Company is exposed to credit risk where a counterparty to a transaction does not fulfil its financial obligations in a timely manner. The key areas of credit risk exposure are the delay/non-payment of amounts due from clients of the Company. The Company operates a credit control procedure to collect amounts due promptly in accordance with the terms of trade. Its operating procedures are a preventative measure to minimise credit exposures.

Liquidity and cash flow risk

Liquidity risk is the risk that cash may not be available to pay obligations when due at a reasonable cost. The Director closely monitors cash flow and cash flow projections.

Legal and regulatory risk

The Company is exposed to potential claims and litigation arising out of the ordinary course of business relating to alleged non-compliance with laws and regulations. The Director is satisfied that the Company has adequate insurance to meet such claims and that the level of the deductible is appropriate. However, were the claim experience to deteriorate it could have an adverse effect on the Company's results and reputation.

Covid-19

During 2020 the Covid-19 pandemic caused disruption to business and economic activity and created uncertainty and fluctuations in the UK and Global financial markets. We are pleased to say that this did not have a material impact on the trading of the Group which together with the successful implementation of the Group's business continuity plan we have continued to service clients to our high standard and to recruit high calibre staff and teams.

Director's Report (continued)

Future developments

Details of future developments can be found in the Strategic Report on page 2 and form part of this report by cross-reference.

Events after the balance sheet date

Details of significant events since the balance sheet date are contained in note 11 to the financial statements.

Auditor Information

Each Director at the date of approval of this report confirms that:

- so far as he is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- he has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Statement of Director's responsibilities

The Director is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". The financial statements are required by law to 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 judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Director is 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.

Approved by the Board of Directors on 18 August 2021 and signed on its behalf.



S K Bryant

Company Secretary

18 August 2021

Independent Auditor's Report

to the members of BMS Asia Holdings Limited

Independent auditor's report to the members of BMS Asia Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of BMS Asia Holdings Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss from 22 June 2020 to 31 December 2020;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 11.

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).

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 Financial Reporting Council's (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.

Independent Auditor's Report (continued)

to the members of BMS Asia Holdings Limited

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

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

We have nothing to report in respect of these matters.

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 we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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.

Independent Auditor's Report (continued)

to the members of BMS Asia Holdings Limited

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

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.



Adam Knight FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
London, United Kingdom

18th August 2021

Profit and Loss Account

for the period ended 31 December 2020

22 June 2020 to
31 Dec 2020
£000

	Notes	
Administrative and other expenses	2	(214)
Loss on ordinary activities before taxation		(214)
Tax charge on loss on ordinary activities	4	-
Loss for the financial period		(214)

All operations derive from continuing activities.

A statement of comprehensive income has not been prepared as there is no other comprehensive income for the current financial period other than as stated in the profit and loss account.

The accompanying notes form an integral part of the financial statements.

Balance Sheet

As at 31 December 2020

		2020 £000
	Notes	
Fixed assets		
Investment in subsidiary undertakings	5	389
		<u>389</u>
Current assets		
Debtors: amounts falling due within one year	6	104
Creditors: amounts falling due within one year	7	(707)
Net current liabilities		<u>(603)</u>
Total assets less current liabilities		<u>(214)</u>
Total net liabilities		<u>(214)</u>
		<u><u> </u></u>
Capital and reserves		
Called up share capital	8	-
Profit and loss account	8	(214)
Equity shareholders' deficit		<u>(214)</u>
		<u><u> </u></u>

The accompanying notes form an integral part of the financial statements for BMS Asia Holdings Limited, company number 12690741, which was approved by the Board of Directors on 18 August 2021 and signed on its behalf.



N J Moss
Finance Director

Statement of changes in equity

As at 31 December 2020

	Called-up Share Capital	Profit and Loss Account	Total Deficit
	£000	£000	£000
<i>At 22 June 2020</i>	—	—	—
Issued in the period	—	—	—
Loss for the period	—	(214)	(214)
Total comprehensive loss for the period	—	(214)	(214)
<i>At 31 December 2020</i>	—	(214)	(214)

Notes to the Accounts

for the period ended 31 December 2020

1. Accounting policies

The principal accounting policies are summarised below.

General information and basis of accounting

BMS Asia Holdings Limited is a private Company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the Company's registered office is shown on page 1.

The accounts are prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. As this represents the Company's first period of account, this is its first set of financial statements that conform to FRS 102.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. The Company is consolidated in the financial statements of its parent, BMS Investment Holding Company Limited, which may be obtained at 22 Grenville Street, St Helier, Jersey JE4 8PX. Exemptions have been taken in these separate Company financial statements in relation to financial instruments, presentation of a cash flow statement and remuneration of key management personnel.

The functional currency of the Company is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

Going concern

The financial statements have been prepared under the going concern concept. After making enquiries, the Director has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

The Company's Balance Sheet shows a position of net current liabilities and total net liabilities, however the Company will receive parental support should it be required to settle these creditor balances.

Group accounts

As permitted by the Companies Act 2006, group accounts are not prepared because consolidated accounts are prepared by the company's parent undertaking. Accordingly, these accounts present information about the company as an individual undertaking.

Foreign currencies

Transactions in foreign currencies are recorded at the rates of exchange at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date.

Investment in subsidiary undertakings

The investment in subsidiary undertakings is stated in the parent company balance sheet at the cost of shares less any provision for impairment.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rules and laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Group intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Notes to the Accounts

for the period ended 31 December 2020

1. Accounting policies (continued)

Intercompany creditors

Intercompany creditors are stated at cost.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in this note, the Director is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated 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 an ongoing 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.

There are considered to be no key critical judgements or estimates in the financial statements.

2. Administrative and other expenses

	22 June 2020 to 31 Dec 2020 £000
Operating loss is stated after charging:	
Staff costs	
Salary and performance bonus	10
	<u>10</u>

Audit fees in the current period of £10,000 were borne by another group company. Administrative expenses also include foreign exchange movements in the period.

The average number of employees during the period was 1.

3. Director's emoluments

The emoluments of the Director in the current financial period were borne by other group companies as detailed in the BMS Investment Holding Company Limited accounts.

Notes to the Accounts

for the period ended 31 December 2020

4. Tax on loss on ordinary activities

22 June 2020 to
31 Dec 2020
£000

Current tax on loss on ordinary activities

UK Corporation tax at 19%

-

Total current tax

-

Deferred tax

Origination and reversal of timing differences

-

Rate difference

-

Total deferred tax

-

Total tax charge on loss on ordinary activities

-

Factors affecting the tax for the year

The tax rate for the year differs from the standard rate of tax in the UK (19%). The differences are explained below:

22 June 2020
to
31 Dec 2020
£000

Loss on ordinary activities before tax

(214)

Loss on ordinary activities multiplied by the standard rate of Corporation tax in the UK of 19%

(41)

Effects of:

Expenses not deductible for tax purposes

41

Total tax charge for the year

-

Notes to the Accounts

for the period ended 31 December 2020

5. Investment in subsidiary undertakings

	2020 £000
At 22 June 2020	-
Additions	389
At 31 December	389

Details of the Company's investments in subsidiary undertakings at 31 December 2020 are as follows:

Name of company	Country of registration (or incorporation)	Proportion of ordinary shares	Nature of business
BMS Asia Risk Solutions Pte. Ltd.	Singapore	100%	Insurance broking
BMS Asia (Hong Kong) Limited	Hong Kong	100%	Insurance broking

6. Debtors: due within one year

	2020 £000
Other debtors	104
At 31 December	104

7. Creditors: amounts falling due within one year

	2020 £000
Amounts owed to group undertaking	707
At 31 December	707

Notes to the Accounts

for the period ended 31 December 2020

8. Called up share capital and reserves

	2020 £
Called up, allotted and fully paid:	
1 ordinary share of £1.00	1
At 31 December	1

During the period 1 new ordinary share was issued at par.

The holders of ordinary shares are entitled to vote at the general meetings of the Company, to dividends and any surplus upon winding up in proportions determined by the value of the surplus assets as set out in the Articles.

The Company's other reserves are as follows:

The profit and loss reserve represents cumulative profits or losses net of share based payment charges, employee trust amounts, and other adjustments.

9. Related party transactions

Advantage has been taken of the exemption under section 33 of FRS 102, not to disclose transactions between entities wholly owned within the Group.

10. Ultimate Parent undertaking

The immediate parent undertaking is BMS Investment Holdings Limited, a company registered and operating in England and Wales and incorporated in Great Britain. The parent undertaking of the largest and smallest group of undertakings for which consolidated accounts are prepared, and of which the company is a member, is BMS Investment Holding Company Limited. A copy of the accounts of that company can be obtained from the Registered Office, 22 Grenville Street, St Helier, Jersey, JE4 8PX.

11. Post balance sheet events

The UK Budget on 3 March 2021 included an announcement that the corporation tax rate will increase to 25% from 1 April 2023 for certain companies. This increase has not yet been substantively enacted although was included in the Finance Bill published on 11 March 2021. Under IAS 12 and FRS 102, deferred tax is required to be calculated using rates that have been substantively enacted at the balance sheet date. Consequently, deferred tax should continue to be calculated at 19% until the 25% tax rate has been substantively enacted.

In addition, legislation is also introduced in the Finance Bill 2021 to temporarily increase the period over which companies can carry back trading losses from one year to three years. For companies, after unlimited carry back to the preceding year, a maximum of £2,000,000 of unused losses will be available for carry back against trading profits to the preceding two years.

Given the Company's current position, the Director does not consider this change in legislation to have a material impact on the business.

There is no other impact of the Finance Bill 2021 on the Company's tax position.

There have been no other material post balance sheet events for the period ended 31 December 2020.