Registered number: 09816021

BCDH Capital Holding (UK) Limited

Directors' report and financial statements for the period ended 31 December 2016



BCDH Capital Holding (UK) Limited

Company Information

Directors	Y Liu X Zhang
Registered number	09816021
Registered office	Hays Galleria 1 Hays Lane London SE1 2RD
Independent auditor	Alex Johnson Ltd 344-354 Grays Inn Road London WC1X 8BP

BCDH Capital Holding (UK) Limited

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BCDH Capital Holding (UK) Limited

Directors' report
for the period ended 31 December 2016

The directors present their report and the audited financial statements of the company for the period from incorporation on 8 October 2015 to 31 December 2016.

Principal activity

The principal activity of the company is to provide deals support services and property management support services to affiliated companies.

Going concern

The company has net liabilities of £122,722. The directors believe that preparing the financial statements on a going concern basis is appropriate due to the continued financial support of the intermediate parent company Capital Holdings (International) Limited. The directors have received confirmation that Capital Holdings (International) Limited intends to support the company for at least 12 months from the date of signing these accounts.

Results and dividends

The loss for the period, after taxation, amounted to £132,722.

The directors do not recommend the payment of a dividend.

Directors

The directors who held office during the period and up to the date of signing the financial statements are as follows:

Y Liu (appointed 8 October 2015)
X Zhang (appointed 8 October 2015)

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 period. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 'Reduced Disclosure Framework'). 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; 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.

BCDH Capital Holding (UK) Limited

Directors' report
for the period ended 31 December 2016

Qualifying third party indemnity provisions

A qualifying third party indemnity provision by Section 232(2) of the Companies Act 2006 is in force for the benefit of the directors in respect of liabilities incurred as a result of their office, to the extent permitted by law. In respect of those liabilities for which the directors may not be indemnified, as directors' and officers' liability insurance policy was maintained throughout the financial period.

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that:

- so far as each director is aware, there is no relevant audit information 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 be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Independent auditors

On 7 August 2017, Alex Johnson Ltd were appointed as auditors to the company and will be reappointed in accordance with section 487 of the Companies Act 2006.

Small company exception

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

The directors have also taken advantage of the small companies exemptions provided by section 414B of the Companies Act 2006 and not prepared a strategic report.

This report was approved by the board on and signed on its behalf.

X Zhang
Director
Date: 26/8/2017

BCDH Capital Holding (UK) Limited

Independent auditors' report to the members of BCDH Capital Holding (UK) Limited

We have audited the financial statements of BCDH Capital Holding (UK) Limited for the period from incorporation on 8 October 2015 to 31 December 2016, set out on pages 5 to 13. The relevant financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

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.

Respective responsibilities of Directors and Auditors

As explained more fully in the Directors' responsibilities statement on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibillty is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's Ethical Standards for Auditors

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its loss for the period then ended;'
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006s

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Directors' report:

- we have not identified material mistatements in that report; and
- in our opinion, that report has been prepared in accordance with the Companies Act 2006.

Independent auditors' report to the members of BCDH Capital Holding (UK) Limited (continued)

Matters on which we are required to report by excepton

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic report

V. Georgiou.

Vasos Georgiou (Senior Statutory Auditor)
for and on behalf of
Alex Johnson Ltd
Statutory Auditors
344-354 Grays Inn Road
London
WC1X 8BP
Date: 26-8-17

BCDH Capital Holding (UK) Limited

Profit and loss account
for the period ended 31 December 2016

	Note	8 October 2015 to 31 December 2016 £
Administrative expenses		(128,464)
Loss before income tax		(128,464)
Income tax expense	6	(4,258)
Loss for the financial period		(132,722)

There were no other comprehensive income recognised for the current period therefore no separate statement of comprehensive income has been prepared.

The notes on pages 8 to 13 form part of these financial statements.

BCDH Capital Holding (UK) Limited

Registered number:09816021

Balance sheet
as at 31 December 2016

	Note		2016 £
Current assets			
Debtors	7	12,018	
Current liabilities			
Creditors: amounts falling due within one year	8	(134,740)	
Net current liabilities			(122,722)
Net liabilities			(122,722)
Capital and reserves			
Called up share capital	10		10,000
Retained earnings			(132,722)
Total equity			(122,722)

The financial statements on pages 5 to 13 were approved and authorised for issue by the board of directors on 26-8-2017 and were signed on its behalf by:

X Zhang
Director

The notes on pages 8 to 13 form part of these financial statements.

BCDH Capital Holding (UK) Limited

Statement of changes in equity for the period ended 31 December 2016

	Called up share capital	Retained earnings	Total equity
	£	£	£
Loss for the financial period	-	(132,722)	(132,722)
Shares issued on incorporation	10,000	-	10,000
At 31 December 2016	**10,000**	**(132,722)**	**(122,722)**

The notes on pages 8 to 13 form part of these financial statements.

BCDH Capital Holding (UK) Limited

Notes to the financial statements for the period ended 31 December 2016

1. General information

BCDH Capital Holding (UK) Limited ("the company") provides deals support services and property management support services to affiliated companies.

The company is a private company limited by shares and is incorporated and domiciled in the United Kingdom. The address of the registered office is Hays Galleria 1, Hays Lane, London, SE1 2RD.

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

2.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis, under the historical cost convention, in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7, 'Financial Instruments: Disclosures';
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
- - (i) paragraph 79(a)(iv) of IAS 1;
  The following paragraphs of IAS 1, 'Presentation of financial statements':
  - 10(d), (statement of cash flows);
  - 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in the financial statements);
  - 16 (statement of compliance with all IFRS);
  - 38A (requirement for minimum of two primary statements, including cash flow statements);
  - 38B-D (additional comparative information);
  - 40A to D (requirements for a third statement of financial position);
  - 111 (cash flow statement information); and
  - 134-136 (capital management disclosures);
- IAS 7, 'Statement of cash flows';
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective);
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation); and
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

2. Summary of significant accounting policies (continued)

2.2 Going concern

The company has net liabilities of £112,564. The directors believe that preparing the financial statements on a going concern basis is appropriate due to the continued financial support of the intermediate parent company Capital Holdings (International) Limited. The directors have received confirmation that Capital Holdings (International) Limited intends to support the company for at least 12 months from the date of signing these accounts.

2.3 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company operates and generates taxable income. Management periodically evaluates positions taken in tax returns in respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary timing differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.4 Foreign currency translation

(i) Functional and presentation currency

The company's functional and presentational currency is pound sterling.

(ii) Transactions and balances

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the profit and loss account.

Notes to the financial statements for the period ended 31 December 2016

2. Summary of significant accounting policies (continued)

2.5 Financial instruments

(i) Financial assets

Basic financial assets, consisting of amounts owed by parent undertakings are initially recognised at transaction price.

Such assets are subsequently carried at amortised cost using the effective interest method and at the end of each period are assessed for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of total comprehensive income.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, of (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

(ii) Financial liabilities

Basic financial liabilities, including other taxation and social securities and other creditors are initially recognised at transaction price.

Financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

(iii) Offsetting

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.6 Changes in accounting policy and disclosures

Ordinary shares are classified as equity.

3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(i) Taxation

Determining income tax provisions involves judgements on the tax treatment of certain transactions. Deferred tax is recognised on tax losses not yet used on temporary differences where it is probable that there will be taxable income against which these can be offset. See note 5.

Notes to the financial statements for the period ended 31 December 2016

4. Auditors' remuneration

Auditors' remuneration for the period from 8 October 2015 to 31 December 2016 was £10,000.

5. Employees

Staff costs, including directors' remuneration were as follows:

	8 October 2015 to 31 December 2016 £
Wages and salaries	11,872

The company had no employees other than the directors during the period 8 October 2015 to 31 December 2016.

6. Taxation

	8 October 2015 to 31 December 2016 £
Corporation tax	
UK corporation tax for the period	6,276
Total current tax	6,276
Deferred tax	
Current period	(2,374)
Changes to tax rates	356
Total deferred tax	(2,018)
Taxation on loss on ordinary activities	4,258

6. Taxation (continued)

Factors affecting tax charge for the period

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 20%. The differences are explained below:

	8 October 2015 to 31 December 2016 £
Loss on ordinary activities before tax	**(128,464)**
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20%	**(25,693)**
Effects of:	
Expenses not deductible	**3,388**
Transfer pricing adjustments	**26,207**
Changes to tax rate	**356**
Total tax charge for the period	**4,258**

Factors that may affect future tax charges

Changes in the UK corporation tax rates were substantively enacted as part of the Finance Bill 2015 (on 26 October 2015) and Finance Bill 2016 (on 7 September 2016). These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 17% from 1 April 2020.

7. Debtors

	2016 £
Amounts owed by parent undertaking	**10,000**
Deferred taxation	**2,018**
	12,018

The amounts owed by parent undertaking are unsecured, interest free and are repayable on demand.

Notes to the financial statements for the period ended 31 December 2016

8. Creditors: Amounts falling due within one year

	2016 £
Corporation tax	6,276
Other taxation and social security	723
Other creditors	83,677
Accruals and deferred income	44,064
	134,740

9. Deferred taxation

	2016 £
Charged to profit or loss	2,018
At end of period	2,018

The deferred tax asset is made up as follows:

	2016 £
Timing differences	2,018

10. Called up share capital

	2016 £
Allotted, called up and fully paid	
10,000 ordinary shares of £1 each	10,000

On incorporation 10,000 ordinary shares were issued at par value of £1 each.

11. Immediate and ultimate parent undertakings and controlling party

The immediate and ultimate parent undertaking is Capital Holdings (International) Limited, a company incorporated in Hong Kong.

The ultimate controlling party is Beijing State-owned Asset Supervision and Administration Commission.