



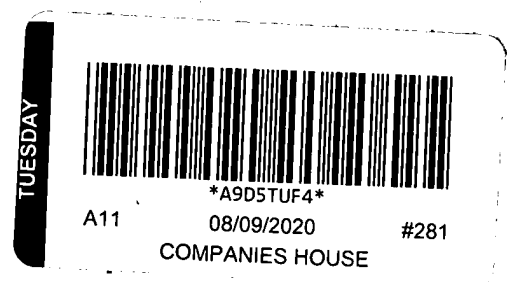
CANARY WHARF
GROUP PLC

CANARY WHARF (FS HOLDCO) LIMITED

Registered number: 09872457

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019



CANARY WHARF (FS HOLDCO) LIMITED

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CANARY WHARF (FS HOLDCO) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present their report and the financial statements for the year ended 31 December 2019.

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

PRINCIPAL ACTIVITY

The company is a holding company for Canary Wharf (FS Two) Limited. The directors intend to wind up the company in the foreseeable future.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £932,904 (2018 -£NIL).

A dividend of £1,319,089 was paid in the year (2018 - £Nil).

DIRECTORS

The directors who served during the year were:

M.A A Al-Hashmi
Sir George Iacobescu CBE
J Sun (alternate director to C Zhiwei)
P Westermann
C Zhiwei

The company provides an indemnity to all directors (to the extent permitted by law) in respect of liabilities incurred as a result of their office. The company also has in place liability insurance covering the directors and officers of the company. Both the indemnity and insurance were in force during the year ended 31 December 2019 and at the time of the approval of this Directors' Report. Neither the indemnity nor the insurance provide cover in the event that the director is proven to have acted dishonestly or fraudulently.

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the 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.

This report was approved by the board on 27 August 2020 and signed on its behalf.



C E Hillsdon
Secretary

CANARY WHARF (FS HOLDCO) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2019

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 Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the company's financial statements and then apply them consistently;
- make judgements and accounting 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 to 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.

CANARY WHARF (FS HOLDCO) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CANARY WHARF (FS HOLDCO) LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

In our opinion the financial statements of Canary Wharf (FS Holdco) Limited (the 'company')

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit for the year then ended;
- 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 statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 10.

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 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.

EMPHASIS OF MATTER - FINANCIAL STATEMENTS PREPARED OTHER THAN ON A GOING CONCERN BASIS

We draw attention to note 2 in the financial statements, which indicates that the financial statements have been prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

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.

CANARY WHARF (FS HOLDCO) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CANARY WHARF (FS HOLDCO) LIMITED

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.

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 Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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.

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 any material misstatements in the directors' report.

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; or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report and from the requirement to prepare a strategic report.

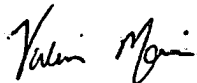
We have nothing to report in respect of these matters.

CANARY WHARF (FS HOLDCO) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CANARY WHARF (FS HOLDCO) LIMITED

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.



Valerie Main (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
27 August 2020

CANARY WHARF (FS HOLDCO) LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Note	2019 £	2018 £
Amounts written off investment for reduction in share capital	6	(386,185)	-
OPERATING (LOSS)/PROFIT		<u>(386,185)</u>	<u>-</u>
Income from shares in group undertakings	6	1,319,089	-
PROFIT BEFORE TAX		<u>932,904</u>	<u>-</u>
Tax on profit	5	-	-
PROFIT FOR THE FINANCIAL YEAR		<u>932,904</u>	<u>-</u>
Other comprehensive income for the year		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u><u>932,904</u></u>	<u><u>-</u></u>

The notes on pages 9 to 13 form part of these financial statements.

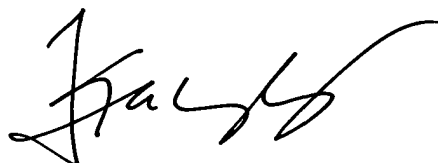
CANARY WHARF (FS HOLDCO) LIMITED
REGISTERED NUMBER: 09872457

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2019

	Note	2019 £	2018 £
FIXED ASSETS			
Investments	6	77,236	463,421
		<u>77,236</u>	<u>463,421</u>
CURRENT ASSETS			
Debtors: amounts falling due within one year	7	1	1
		<u>1</u>	<u>1</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
		<u>77,237</u>	<u>463,422</u>
NET ASSETS			
		<u>77,237</u>	<u>463,422</u>
CAPITAL AND RESERVES			
Called up share capital	8	77,237	463,422
		<u>77,237</u>	<u>463,422</u>

The company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 27 August 2020.



Sir George Iacobescu CBE
Director

The notes on pages 9 to 13 form part of these financial statements.

CANARY WHARF (FS HOLDCO) LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Called up share capital £	Retained earnings £	Total equity £
At 1 January 2019	463,422	-	463,422
COMPREHENSIVE INCOME FOR THE YEAR			
Profit for the year	-	932,904	932,904
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	932,904	932,904
Shares cancelled during the year	(386,185)	-	(386,185)
Shares cancelled during the year	-	386,185	386,185
Dividends: Equity capital	-	(1,319,089)	(1,319,089)
AT 31 DECEMBER 2019	<u>77,237</u>	<u>-</u>	<u>77,237</u>

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Called up share capital £	Total equity £
At 1 January 2018	463,422	463,422
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	-
AT 31 DECEMBER 2018	<u>463,422</u>	<u>463,422</u>

The notes on pages 9 to 13 form part of these financial statements.

CANARY WHARF (FS HOLDCO) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

1. GENERAL INFORMATION

Canary Wharf (FS Holdco) Limited is a private company limited by shares incorporated in the UK under the Companies Act 2006 and registered in England and Wales at One Canada Square, Canary Wharf, London, E14 5AB.

The nature of the company's operations and its principal activities are set out in the Director's Report.

2. ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value and in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice, including FRS 102 "the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland").

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 principal accounting policies have been applied consistently throughout the year and the preceding year and are summarised below:

2.2 Going concern

The directors intend to wind up the company in the foreseeable future. As a result the financial statements have been prepared on a basis other than that of a going concern which includes, where appropriate, writing down the company's assets to net realisable value. For the years ended 31 December 2019 and 31 December 2018, this did not result in any changes to the value of the company's assets.

The impact of the Covid-19 virus is described in Note 9.

2.3 Cash flow statement

The company has taken the exemption from preparing the cash flow statement under Section 7.1B as it is a small company.

2.4 Investments

Investments are stated at cost less any provision for impairment.

Income from investments is recognised as the company becomes entitled to receive payment. Dividend income from investments in companies is recognised when received or irrevocably declared.

CANARY WHARF (FS HOLDCO) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

2. ACCOUNTING POLICIES (CONTINUED)

2.5 Financial Instruments

Trade and other receivables

Trade and other receivables are recognised initially at fair value. A provision for impairment is established where there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the debtor concerned.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. The preparation of financial statements also requires use of judgements, apart from those involving estimation, that management makes in the process of applying the entity's accounting policies.

For the year ended 31 December 2019, there were no items which the directors believe are significant to the financial statements.

4. EMPLOYEES

The Company has no employees other than the directors, who did not receive any remuneration (2018 - £NIL).

CANARY WHARF (FS HOLDCO) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

5. TAXATION

	2019 £	2018 £
Current tax on profits for the year	-	-
TAXATION ON PROFIT ON ORDINARY ACTIVITIES	<u>-</u>	<u>-</u>

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is different to the standard rate of corporation tax in the UK of 19% (2018 - %). The differences are explained below:

	2019 £	2018 £
Profit on ordinary activities before tax	<u>932,904</u>	<u>-</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 -19%)	177,252	-
EFFECTS OF:		
Expenses not deductible for tax purposes	73,375	-
Non-taxable income	(250,627)	-
TOTAL TAX CHARGE FOR THE YEAR	<u>-</u>	<u>-</u>

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

Enacted in the Finance Act (No.2) 2015 is a reduction in the corporation tax rate to 19.0% on 1 April 2017 and a further reduction to 17.0% on 1 April 2020.

Following the year end, in 2020 Budget, HM Treasury have set their intention not to cut corporation tax beyond 19%, on 1 April 2020.

CANARY WHARF (FS HOLDCO) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

6. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £
COST OR VALUATION	
At 1 January 2019	463,421
Share reduction	(386,185)
At 31 December 2019	<u>77,236</u>

The company owns the entire issued share capital of Canary Wharf (FS Two) Limited. During the year, Canary Wharf (FS Two) Limited reduced its share capital by cancelling and extinguishing shares with a carrying value of £386,185. The remaining share capital comprises:

- (i) 23,171 fully paid A ordinary shares of £1.00 each in the Capital of the Company
- (ii) 18,022 fully paid B ordinary shares of £1.00 each in the Capital of the Company
- (iii) 18,022 fully paid C ordinary shares of £1.00 each in the Capital of the Company
- (iv) 18,022 fully paid D ordinary shares of £1.00 each in the Capital of the Company

Canary Wharf (FS Two) Limited is registered at One Canada Square, Canary Wharf, London, E14 5AB. During the year, Canary Wharf (FS Two) Limited paid a dividend of £1,319,089.

The directors are of the opinion that the value of the company's investments at 31 December 2019 was not less than the amount shown in the company's balance sheet.

7. DEBTORS

	2019 £	2018 £
Amounts owed by Canary Wharf (FS Two) Limited	<u>1</u>	<u>1</u>
	<u>1</u>	<u>1</u>

Amounts owed by Canary Wharf (FS Two) Limited are interest free and repayable on demand.

CANARY WHARF (FS HOLDCO) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

8. SHARE CAPITAL

	2019 £	2018 £
Allotted, called up and fully paid		
23,171 (2018 -139,026) Ordinary A shares of £1.00 each	23,171	139,026
18,022 (2018 -108,132) Ordinary B shares of £1.00 each	18,022	108,132
18,022 (2018 -108,132) Ordinary C shares of £1.00 each	18,022	108,132
18,022 (2018 -108,132) Ordinary D shares of £1.00 each	18,022	108,132
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	77,237	463,422
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On 12 September 2019 the Company approved by special resolution a reduction in share capital of £386,185. The shares were cancelled and extinguished as follows:

- (i) 115,855 fully paid A ordinary shares of £1.00 each in the Capital of the Company
- (ii) 90,110 fully paid B ordinary shares of £1.00 each in the Capital of the Company
- (iii) 90,110 fully paid C ordinary shares of £1.00 each in the Capital of the Company
- (iv) 90,110 fully paid D ordinary shares of £1.00 each in the Capital of the Company

These amounts were approved for distribution to the company's shareholders.

The shares rank pari passu in all respects.

9. POST BALANCE SHEET EVENTS

Since 31 December 2019 the UK economy has been significantly impacted by the Covid-19 virus which has caused widespread disruption and economic uncertainty. This is considered to be a non-adjusting post balance sheet event and as at the date of signing, the uncertainty is not expected to give rise to a material impact on the assets, liabilities or performance of the company.

10. CONTROLLING PARTY

The company is owned by the following: 30% by Canary Wharf (FS Invest) Limited; 23.33% by Chessboard Sarl, 23.33% by Qatar Holding Netherlands BV and 23.33% by Chengdong Investment Corporation.