Financial Statements Solo Properties (Knightsbridge) Limited

For the year ended 31 December 2013

Company number: 1398153

Company Information

Directors

J Quaicoe L Cathan

D Gaskell

Company secretary

GWCM Managers Limited

Registered number

1398153

Registered office

Trident Chambers

PO Box 146 Road Town Tortola

British Virgin Islands

Independent auditor

Grant Thornton UK LLP

Grant Thornton House

Melton Street Euston Square London NW1 2EP

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Directors' Report

For the year ended 31 December 2013

The directors present their report and the financial statements for the year ended 31 December 2013.

Principal activities

The principal activity of the company during the year was property investment. The company's investment property is located in Knightsbridge, London, United Kingdom.

Results

The loss for the year, after taxation, amounted to £414,120 (2012 - loss £630,041).

Directors

The directors who served during the year and to the date of this report were:

J Quaicoe P A Guillaume (resigned 1 May 2013) GWCM Managers Limited (resigned 29 April 2013) L Cathan (appointed 29 April 2013) D Gaskell (appointed 1 May 2013)

Directors' responsibilities statement

The directors have voluntarily elected to prepare the non statutory Strategic report, the Directors' report and the financial statements in accordance with United Kingdom Companies Act 2006, as if those requirements were to apply to the company.

In electing to prepare these non statutory financial statements under United Kingdom Companies Act 2006, as if those requirements were to apply to the company, the directors are required to prepare financial statements which 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 accounting estimates that are reasonable and prudent;
- 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 applicable law. 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.

Directors' Report

For the year ended 31 December 2013

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

Auditor

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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

GWCM Managers Limited

Secretary

Date: 08/01/2015

Strategic Report

For the year ended 31 December 2013

Business review

The company's continued objective is to maximise growth in assets from increases in investment property values and from retained earnings from property rentals.

Demand for investment properties in the Knightsbridge location is primarily from overseas investors and this has only grown stronger with general uncertainty in the world economy. When this demand is added to the very restricted supply of investment properties in Knightsbridge, prices have risen. It is not anticipated that demand will decrease in the next few years.

Occupational demand for retail units is strong and there is a steady demand for offices in this location.

The company's directors deem that rental yields and the investment property valuation are meaningful financial key performance indicators in understanding the development, performance or position of the company's activities.

Further detail on the investment property valuation can be found in note 8 of the accounts.

The company's directors are of the opinion that there are no meaningful non financial key performance indicators that would be necessary or appropriate for an understanding of the development, performance or position of the company's activities.

Principal risks and uncertainties

The company uses various financial instruments. These include cash, trade debtors, loans, trade creditors and amounts due to group undertakings that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the company's operations.

The existence of these financial instruments expose the company to a number of principal risks and uncertainties, which are described in more detail below:

Liquidity risk

The company seeks to manage liquidity risk by ensuring sufficient liquidity is available to meet foreseeable needs. The company uses long term finance to fund the acquisition of the investment property and to ensure continuity of funding. The maturity of borrowings is set out in the notes to the financial statements. Liquid resources are deemed to be cash.

Credit risk

The company's principal financial assets are cash and trade debtors. The credit risk associated with cash is limited as the counterparties have high credit ratings. The principal credit risk arises, therefore, from trade debtors.

In order to manage credit risk the directors perform credit checks on potential tenants prior to granting a lease. Credit limits are reviewed on a regular basis in conjunction with debt aging and collection history.

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

Secretary

Date: 08/01/2015

GWCM Managers Limited



Independent Auditor's Report to the Members of Solo Properties (Knightsbridge) Limited

We have audited the financial statements of Solo Properties (Knightsbridge) Limited for the year ended 31 December 2013, which comprise the Profit and loss account, the Statement of total recognised gains and losses, the Balance sheet, the Cash flow statement and reconciliation of net cash flow to movement in net debt and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In addition to our audit of the financial statements, the Directors of Solo Properties (Knightsbridge) Limited have engaged us to report as to whether:

- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006; and
- the information given in the Directors' Report for the financial year in which the financial statements are prepared is consistent with the financial statements

as if those requirements of the United Kingdom Companies Act 2006 were to apply to the company.

This report is made solely to the company's members, as a body, in accordance with the terms of our engagement. 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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on pages 1 and 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 2013 and of its loss for the year then ended in accordance with United Kingdom Generally Accepted Accounting Practice.



Independent Auditor's Report to the Members of Solo Properties (Knightsbridge) Limited

Opinion on other matters prescribed by the terms of our engagement

In our opinion:

- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006
- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

as if those requirements of the United Kingdom Companies Act 2006 were to apply to the Company.

Grant Thornton UK LLP Statutory Auditor London Date:

Profit and Loss Account

For the year ended 31 December 2013

Note	2013 £	2012 £
1,2	2,801,770	2,737,208
	(399,220)	(565,055)
	2,402,550	2,172,153
	(94,591)	(74,847)
3	2,307,959	2,097,306
	2,410	4,871
5	(2,724,489)	(2,732,218)
	(414,120)	(630,041)
6		-
13	(414,120)	(630,041)
	1,2 3 5	Note £ 1,2 2,801,770

All amounts relate to continuing operations.

Statement of Total Recognised Gains and Losses For the year ended 31 December 2013

	2013 £	2012 £
Loss for the financial year	(414,120)	(630,041)
Unrealised surplus on revaluation of investment properties	6,992,298	8,820,000
Total recognised gains and losses relating to the year	6,578,178	8,189,959

Balance Sheet As at 31 December 2013

	Note	£	2013 £	£	2012 £
Fixed assets					
Investment property	8		67,200,000		60,200,000
Current assets					
Debtors	9	748,284		666,384	
Cash at bank		896,064		809,144	
		1,644,348		1,475,528	
Creditors: amounts falling due within one year	10	(18,972,439)		(1,694,448)	
Net current liabilities			(17,328,091)		(218,920)
Total assets less current liabilities			49,871,909		59,981,080
Creditors: amounts falling due after more than one year	11		(33,000,000)		(49,687,349)
Net assets			16,871,909		10,293,731
Capital and reserves					
Called up share capital	12		115		115
Share premium account	13		9,999,935		9,999,935
Revaluation reserve	13		9,563,430		2,571,132
Profit and loss account	13		(2,691,571)		(2,277,451)
Shareholders' funds	16		16,871,909		10,293,731

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

L Cathan Director

Date: 08/01/2015

Cash Flow Statement For the year ended 31 December 2013

	Note	2013 £	2012 £
Net cash flow from operating activities	18	2,417,236	2,192,571
Returns on investments and servicing of finance	19	(2,721,816)	(2,725,729)
Capital expenditure and financial investment	19	(500)	-
Cash outflow before financing		(305,080)	(533,158)
Financing	19	392,000	160,000
Increase/(Decrease) in cash in the year		86,920	(373,158)

Reconciliation of Net Cash Flow to Movement in Net Debt For the year ended 31 December 2013

		2013 £	2012 £
Increase/(Decrease) in cash in the year		86,920	(373,158)
Cash inflow from increase in debt and lease financing		(392,000)	(160,000)
Movement in net debt in the year		(305,080)	(533,158)
Net debt at 1 January 2013		(48,878,205)	(48,345,047)
Net debt at 31 December 2013	20	(49,183,285)	(48,878,205)

For the year ended 31 December 2013

1. **Accounting Policies (continued)**

1.5 Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

1.6 Financial Instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account on an amortised cost basis.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

2. Turnover

An analysis of turnover by class of business is as follows:

	2013	2012
	£	£
Rentals receivable under operating leases	2,488,084	2,413,092
Service charge income	305,942	292,196
Insurance income	7,744	31,920
	2 001 770	2.727.200
	2,801,770	2,737,208

All turnover arose within the United Kingdom.

For the year ended 31 December 2013

1. Accounting Policies

1.1 Basis of accounting

The financial statements have been prepared under the historical cost convention as modified by the revaluation of investment property and in accordance with applicable accounting standards.

Although the company is incorporated in the British Virgin Islands and as such is regulated by its Company Act's rules and regulations, the directors have instructed that the financial statements in accordance with UK Generally Accepted Accounting Practice as would be required if the company were incorporated in the United Kingdom and following Companies Act 2006.

The company's accounting policies remain unchanged from the prior year, and are set out below:

1.2 Going concern

The company's activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report on page 3.

The directors of the company have prepared forecasts to December 2020, taking into account the expected tenancy occupation. The directors have also received a letter of support from the company's intermediate parent undertaking Sonagol (HK) Limited and Sociadade Nacional De Combustives De Angola SA stating that they will not call for repayment of the loans for at least 12 months from the date of approval of these financial statements. After making enquiries the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

1.3 Turnover

Turnover represents amounts charged to tenants for rental, service charge, insurance and other income during the year, exclusive of Value Added Tax. Rental income is recognised on the straight line basis over the term of the lease.

Lease incentives provided to tenants are recognised as a reduction in rental income, with the cost of these incentives being allocated on a straight line basis over either lease term or a shorter period ending on a date from which it is expected that prevailing market rent would be payable.

1.4 Investment properties

Investment properties are included in the Balance sheet at their open market value in accordance with Statement of Standard Accounting Practice No.19 and are not depreciated. This treatment is contrary to the Companies Act 2006 which states that fixed assets should be depreciated but is, in the opinion of the directors, necessary in order to give a true and fair view of the financial position of the company.

For the year ended 31 December 2013

6. Taxation

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2012 - higher than) the standard rate of corporation tax in the UK of 20% (2012 - 20%). The differences are explained below:

	2013	2012
	£	£
Loss on ordinary activities before tax	(414,120)	(630,041)
Loss on ordinary activities multiplied by standard rate of income tax in the UK of 20% (2012 - 20%)	(82,824)	(126,008)
Effects of:		
Expenses not deductible for tax purposes	_	26,171
Non-taxable income	(714)	(1,077)
Unrelieved tax losses carried forward	83,538	100,914
Current tax charge for the year	:-	-

7. Deferred tax asset

As at 31 December 2013, the company had unrecognised deferred tax assets totalling £344,378 (2012: £280,607). These comprised of tax losses carried forward of £1,721,891 (2012: £1,403,036).

8. Investment property

	Freehold investment property
Cost or valuation	
At 1 January 2013 Additions at cost Surplus on revaluation	60,200,000 7,702 6,992,298
At 31 December 2013	67,200,000
Comprising	
Cost	57,636,570
Annual revaluation (deficit)/surplus: 2012 2013	2,571,132 6,992,298
At 31 December 2013	67,200,000

For the year ended 31 December 2013

3. Operating profit

The operating profit is stated after charging:

£
9,353
10,550

During the year, no director received any emoluments (2012 - £NIL).

4. Staff costs

The average monthly number of employees, including the directors, during the year was as follows:

		2013 No.	2012 No.
	Directors	2	2
	Corporate director	1	1
		3	3
5.	Interest payable		
		2012	2012

	2013 £	2012 £
Interest on loan notes Loan note administration costs	2,722,577 1,912	2,729,959 2,259
	2,724,489	2,732,218

For the year ended 31 December 2013

8. Investment property (continued)

At the year end the investment property was valued by CBRE Limited (external valuers) at £67,200,000. The valuation has been prepared in accordance with the Royal Institution of Chartered Surveyors Valuation -Professional Standards January 2014 on the basis of market value.

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9.	 eb	TA	PC

	2013	2012
	£	£
Trade debtors	265,634	9,475
Prepayments and accrued income	105,255	151,571
Other debtors	377,345	505,288
Called up share capital not paid	50	50
	748,284	666,384

10. **Creditors:**

Amounts falling due within one year

	2013 £	2012 £
Other loans (see note 14)	17,079,349	_
Trade creditors	81,912	63,606
Taxation and social security	132,111	124,836
Other creditors	223,313	242,578
Accruals and deferred income	1,455,754	1,263,428
	18,972,439	1,694,448

11. **Creditors:**

Amounts falling due after more than one year

	2013	2012
	£	£
Loan notes (see note 14)	33,000,000	33,000,000
Other loans (see note 14)	-	16,687,349
	33,000,000	49,687,349
Creditors include amounts not wholly repayable within 5 years	as follows:	

	2013	2012
	£	£
Repayable other than by instalments	33,000,000	33,000,000

For the year ended 31 December 2013

11. Creditors:

Amounts falling due after more than one year (continued)

The loan notes are unsecured and are due to be repaid in full in 2040. Interest is due on the loan notes at a rate of 8.5% per annum.

12. Share capital

	2013	2012
	£	£
Allotted, called up and fully paid		
200 Ordinary shares of \$1 each	115	115

13. Reserves

	Share		
	premium	Revaluation	Profit and
	account	reserve	loss account
	£	£	£
At 1 January 2013 Loss for the financial year	9,999,935	2,571,132	(2,277,451) (414,120)
Surplus on revaluation of freehold property		6,992,298	(414,120)
At 31 December 2013	9,999,935	9,563,430	(2,691,571)

For the year ended 31 December 2013

14. Related party transactions

The company has in issue £33,000,000 of Loan Notes repayable in 2040 (2012: £33,000,000). These loan notes, which are listed on the Bermudan Stock Exchange were held by Sociedade Nacional De Combustiveis De Angola SA but were transferred to Sonangol (HK) Limited, the intermediate parent company, as of 1 May 2013. Interest of £2,722,577 (2012: £2,729,959) was charged on these loan notes during the year of which £454,993 (2012: £454,993) remained unpaid at the year end.

The company also received an interest free loan of £15,526,498 (2012: £15,406,498) from Sociedade Nacional De Combustiveis De Angola SA. A further amount of £1,280,851 (2012: £1,280,851) relating to unpaid interest on a previous loan from Sociedade Nacional De Combustiveis De Angola SA has been included in amounts due to group undertakings. The interest free loans are repayable upon demand.

The company also received an interest free loan of £272,000 from Sonagol (HK) Limited. The interest free loan is repayable upon demand.

Sociedade Nacional De Combustiveis De Angola Limited, another group company, holds a five year lease relating to part of the third floor of the investment property. Turnover for the year includes rental income of £150,491 (2012: £150,938), insurance income of £2,026 (2012: £1,679) and service charge income of £23,590 (2012: £58,442) relating to this lease.

Also during the year, the company was charged fees of £3,424 (2012: £3,462) by Mr J Quaicoe, a director of the company.

During the period the company was charged legal and professional fees of £58,986 (2012: £22,768) by Geneva Wealth Capital Management, former directors of the company of which £18,371 (2012: £Nil) was outstanding at year end.

The company was also charged fees of £nil (2012: £6,810) by Chabrier & Partners in respect of the services of Mr P-A. Guillaume, a director of the company.

Mr D. Gaskell charged £3,574 in relation to director's fees (2012: £nil).

15. Contingencies and capital commitments

The directors have confirmed that there were no contingencies and capital commitments which should be disclosed at 31 December 2013 or 31 December 2012.

16. Reconciliation of movement in shareholders' funds

	2013 £	2012 £
Opening shareholders' funds Loss for the financial year Other recognised gains and losses during the year	10,293,731 (414,120) 6,992,298	2,103,772 (630,041) 8,820,000
Closing shareholders' funds	16,871,909	10,293,731

For the year ended 31 December 2013

17. Ultimate parent undertaking and controlling party

The immediate parent undertaking of this company has changed from Sociadade Nacional De Combustiveis De Angola SA to Sonangol (HK) Limited, on the basis that it owns 100% of the issued share capital.

The ultimate parent undertaking and controlling related party of this company is Sociedade Nacional De Combustiveis De Angola EP, a company registered in Angola.

18. Net cash flow from operating activities

10.	Net cash now from operating activities		
		2013 £	2012 £
	Operating profit (Increase)/decrease in debtors Increase in creditors	2,307,959 (131,285) 240,562	2,097,306 32,994 62,271
	Net cash inflow from operating activities	2,417,236	2,192,571
19.	Analysis of cash flows for headings netted in cash flow stateme	ent	
		2013 £	2012 £
	Returns on investments and servicing of finance		
	Interest received Interest paid	2,410 (2,724,226)	4,871 (2,730,600)
	Net cash outflow from returns on investments and servicing of finance	(2,721,816)	(2,725,729)
		2013 £	2012 £
	Capital expenditure and financial investment		
	Purchase of investment properties	(500)	-
		2013 £	2012 £
	Financing		
	Additional interest free loans	392,000	160,000

Notes to the Financial Statements For the year ended 31 December 2013

20. Analysis of changes in net debt

			Other non-cash	
	1 January 2013	Cash flow	changes	31 December 2013
	£	£	£	£
Cash at bank and in hand	809,144	86,920	=	896,064
Debt:				
Debts due within one year Debts falling due after more than	-	(392,000)	(16,687,349)	(17,079,349)
one year	(49,687,349)	-	16,687,349	(33,000,000)
Net debt	(48,878,205)	(305,080)	-	(49,183,285)

Detailed Trading and Profit and Loss Account For the year ended 31 December 2013

	2013 £	2012 £
Turnover	2,801,770	2,737,208
Cost of sales	(399,220)	(565,055)
Gross profit	2,402,550	2,172,153
Less: Overheads		
Administration expenses	(94,591)	(74,847)
Operating profit	2,307,959	2,097,306
Interest receivable	2,410	4,871
Interest payable	(2,724,489)	(2,732,218)
Loss for the year before tax	(414,120)	(630,041)

This and the following pages do not form part of the audited financial statements.

Schedule to the Detailed Accounts

For the year ended 31 December 2013

	2013 £	2012 £
Turnover		
Rental Income Service charge income Insurance income	2,488,084 305,942 7,744	2,413,092 292,196 31,920
	2,801,770	2,737,208
Cost of sales	2013 £	2012 £
Insurance Service charge expenditure Lease surrender costs Asset management fees Rent reviews, letting fees etc. Doubtful debt	26,605 305,942 - 76,674 - (10,001) 	31,920 271,141 100,000 72,589 86,129 3,276
Administration expenses	2013 £	2012 £
Legal and professional (offshore running costs) Legal and professional (other) Auditors' remuneration Tax advice Accountancy fees Bank charges	58,920 10,854 8,425 3,300 6,070 7,022	36,235 12,113 9,353 10,550 5,955 641
Interest receivable Bank interest receivable	2013 £ 2,410	2012 £ 4,871
DAILY INTELEST LECCIVADIC	<u></u>	7,071

Schedule to the Detailed Accounts

For the year ended 31 December 2013

	2013 £	2012 £
Interest payable		
Interest on unsecured loan notes Loan note administration costs	2,722,577 1,912	2,729,959 2,259
	2,724,489	2,732,218