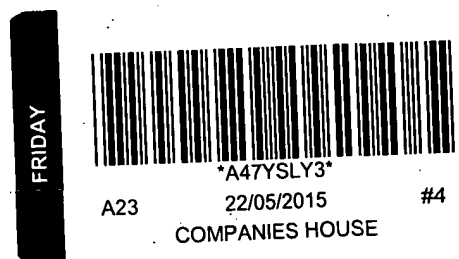


CHA (2005) Limited

Annual Report and financial statements

For the year ended 31 December 2014

Registered number: 05471124



# **CHA (2005) Limited**

## **Annual report and financial statements for the year ended 31 December 2014**

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# **CHA (2005) Limited**

## **Directors and advisers for the year ended 31 December 2014**

### **Directors**

P Mountford – Appointed 19<sup>th</sup> December 2014

C Brown – Appointed 19<sup>th</sup> December 2014

G Watson – Appointed 19<sup>th</sup> December 2014

P J Dunkley – Resigned 19<sup>th</sup> December 2014

D W Hammond – Resigned 19<sup>th</sup> December 2014

### **Company secretary and registered office**

P Wood  
Tachbrook Park Drive  
Leamington Spa  
Warwickshire  
CV34 6SY

### **Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Exchange House  
Central Business Exchange  
Midsummer Boulevard  
Central Milton Keynes  
MK9 2DF

### **Bankers**

The Royal Bank of Scotland Group  
2<sup>nd</sup> Floor  
152 Silbury Boulevard  
Milton Keynes  
MK9 1LT

# **CHA (2005) Limited**

## **Strategic Report for the year ended 31 December 2014**

### **Introduction**

The directors present their strategic report on the Group and Company for the year ended 31 December 2014.

### **Business Review**

The principal activities of the Group during the year were the sale, distribution, repair and servicing of new and used motor vehicles and the sale of accessories and replacement parts. Other operating income relates principally to finance and insurance commissions earned. The parent company's activity is that of a holding company for the trading company Allen Ford (UK) Limited.

The consolidated profit and loss account is set out on page 8, which shows an operating profit before exceptional items, including discontinued operations, of £7,152,000 (2013 profits £4,584,000) and a profit before taxation of £4,314,000 (2013 profit £2,619,000).

Turnover on continuing operations rose by 10% in the year due to the effects of the general economic upturn, particularly in relation to the new car market. This increase was achieved after the contraction of our Commercial and Fleet sales business, which formed part of the strategic review.

### **Principal risks and uncertainties**

The directors believe that the main risk to the business and uncertainty is surrounding the impact of any unforeseen economic downturn.

The Directors have evaluated all known risks to the business and are confident that they have taken measures to mitigate any potential risk.

Other key business risks affecting the Company are considered to relate to the buoyancy of the new and used vehicle markets and the factors that influence these markets.

### **Key performance indicators**

The directors do not feel that an analysis of key performance indicators is necessary for an understanding of the development, performance or position of the business. The financial performance is however monitored by reference to manufactures' composite data that compares the Group performance with that of its peer group.

### **Principal risks and uncertainties**

The management of the business and execution of the company's strategy are subject to a number of risks.

The key business risks affecting the Group are considered to relate to the buoyancy of the new and used vehicle markets and the factors that influence these markets.

On behalf of the Board



G. Watson

**Director**

15 MAY 2015

# **CHA (2005) Limited**

## **Directors' report for the year ended 31 December 2014**

The directors present the report and the audited consolidated financial statements of CHA (2005) Limited for the year ended 31 December 2014. CHA (2005) Limited with its subsidiary companies is referred throughout as the "Group" and without its subsidiary companies as the "Company".

### **Future outlook**

The directors are confident that the business is well positioned to take advantage of any expansion opportunities, either through organic growth or by way of acquisition and look forward to future increases.

### **Dividends and transfers to reserves**

No interim dividend has been paid (2013: £nil) and no final dividend is proposed (2013: £nil).

The profit for the financial year of £2,805,000 (2013 Profit: £1,923,000) has been transferred to reserves.

### **Financial risk management**

The Group's operations expose it to a variety of financial risks that include credit risk, liquidity risk and interest rate risk. The Group has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the Group by monitoring levels of such risk.

Given the size of the Group the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the Group's finance department. The department has policies and procedures that set out specific guidelines to manage credit risk, maintain liquidity and monitor interest rate movements.

### **Credit risk**

The Company and Group have implemented policies that require appropriate credit checks on potential customers before sales are made. Hierarchical authority levels ensure appropriate levels of risk appraisal. Additionally, sales of vehicles are largely fully settled with cleared funds prior to the vehicle being released from stock.

### **Liquidity risk**

The Company and Group actively maintain short-term debt finance that is designed to ensure the Company has sufficient available funds for operations and planned expansions.

### **Interest rate risk**

The Company and Group has a policy of maintaining debt at a mixture of variable rates with its current bankers to ensure that the Group enjoys the current low interest rate regime but does not expose itself to significant risk should rates increase. The directors will revisit the appropriateness of this policy should the Group's operations change in size or nature.

# **CHA (2005) Limited**

## **Directors' report for the year ended 31 December 2014 (continued)**

### **Directors**

The directors of the Company during the year and up to the date of signing the financial statements are set out on page 1.

### **Employment policy**

The Company and Group maintains policies aimed at informing employees of, and involving them in matters relating to the Company's activities and performance, as appropriate to their employment.

### **Employment of disabled persons**

The Group and Company is committed to employment policies, which follow best practice, based on equal opportunities for all employees, irrespective of sex, race, colour, disability or marital status. The Company gives full and fair consideration to applications for employment from disabled persons, having regard to their particular aptitudes and abilities. Appropriate arrangements are made for the continued employment and training, career development and promotion of disabled persons employed by the group. If members of staff become disabled the Company continues employment, either in the same or an alternative position, with appropriate retraining being given if necessary.

### **Statement of directors' responsibilities**

The directors are 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 group and company and of the profit or loss of the group 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 have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

## **CHA (2005) Limited**

### **Directors' report for the year ended 31 December 2014 (continued)**

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

#### **Directors' indemnity insurance**

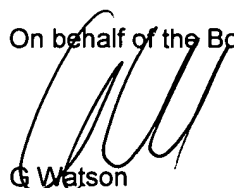
The Company maintained a directors' and officers' liability insurance policy throughout the financial year and up to the date of signing the financial statements.

#### **Disclosure of information to auditors**

Each of the persons who is a director at the date of approval of this report confirms in accordance with Section 418 of the Companies Act 2006 that:

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

On behalf of the Board



G Watson  
Director

15 May 2015

# **CHA (2005) Limited**

## **Independent auditors' report to the members of CHA (2005) Limited**

### **Report on the financial statements**

#### **Our opinion**

In our opinion, CHA (2005) Limited's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 31 December 2014 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **What we have audited**

CHA (2005) Limited's financial statements comprise:

- the Balance sheets as at 31 December 2014;
- the Consolidated profit and loss account for the year then ended;
- the Reconciliation of group and parent company movements in shareholders' funds for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

#### **Opinion on other matter prescribed by the Companies Act 2006**

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

#### **Other matters on which we are required to report by exception**

##### **Adequacy of accounting records and information and explanations received**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- the company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

##### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.



## **CHA (2005) Limited**

### **Independent auditors' report to the members of CHA (2005) Limited (Continued)**

#### **Responsibilities for the financial statements and the audit**

##### **Our responsibilities and those of the directors**

As explained more fully in the Statement of directors' responsibilities set out on pages 4 and 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

##### **What an audit of financial statements involves**

We conducted our audit in accordance with ISAs (UK & Ireland). 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 group's and 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Mark Foster (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Milton Keynes

17 May 2015

# CHA (2005) Limited

## Consolidated profit and loss account for the year ended 31 December 2014

	Note	Continuing Operations 2014 £'000	Discontinued Operations 2014 £'000	2014 £'000	Continuing Operations 2013 £'000	Discontinued Operations 2013 £'000	2013 Total £'000
<b>Turnover</b>	2	<b>288,920</b>	<b>1,648</b>	<b>290,568</b>	260,977	9,894	270,871
Cost of sales		(256,697)	(1,609)	(258,306)	(230,644)	(8,980)	(239,624)
<b>Gross profit</b>		<b>32,223</b>	<b>39</b>	<b>32,262</b>	30,333	914	31,247
Distribution costs		(21,812)	(107)	(21,919)	(20,272)	(943)	(21,215)
Administrative expenses		(11,880)	(33)	(11,913)	(12,400)	(930)	(13,330)
Exceptional administrative expenses		(2,472)	-	(2,472)	-	-	-
Total administrative expenses		(14,352)	(33)	(14,385)	(12,400)	(930)	(13,330)
Other operating income		8,690	32	8,722	7,581	301	7,882
<b>Operating Profit/(loss)</b>	7	<b>4,749</b>	<b>(69)</b>	<b>4,680</b>	5,242	(658)	4,584
Exceptional items	5						(1,529)
Interest payable and similar charges	6			(366)			(436)
<b>Profit on ordinary activities before taxation</b>				<b>4,314</b>			2,619
Tax on profit on ordinary activities	8			(1,509)			(696)
<b>Profit for the financial year</b>				<b>2,805</b>			1,923

The Group has no recognised gains and losses other than the profit above and, therefore, no separate statement of total recognised gains and losses has been presented.

There is no material difference between the profit on ordinary activities before taxation and the profit for the year stated above, and their historical cost equivalents.

## CHA (2005) Limited

### Reconciliation of group and parent company movements in shareholders' funds

	Note	2014 £000	2013 £000
Profit for the financial year		2,805	1,923
Opening Shareholders' funds		7,044	5,121
<b>Closing Shareholders' funds</b>		<b>9,849</b>	<b>7,044</b>

There were no movements in the reserves of the company.

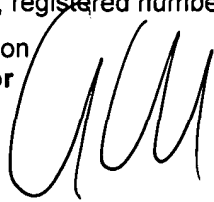
# CHA (2005) Limited

## Balance sheets as at 31 December 2014

		Group		Company	
	Note	2014 £000	2013 £000	2014 £000	2013 £000
<b>Fixed assets</b>					
Tangible assets	10	1,954	2,217	-	-
Intangible assets	11	62	68	-	-
		2,016	2,285	-	-
<b>Current assets</b>					
Stocks	13	47,558	46,049	-	-
Debtors	14	10,846	13,350	-	-
Cash at bank and in hand		6,155	549	-	-
		64,559	59,948	-	-
Creditors: amounts falling due within one year	15	(56,726)	(54,501)	-	-
<b>Net current assets</b>		<b>7,833</b>	<b>5,447</b>	<b>-</b>	<b>-</b>
<b>Total assets less current liabilities</b>		<b>9,849</b>	<b>7,732</b>	<b>-</b>	<b>-</b>
Provisions for liabilities	16	-	(688)	-	-
<b>Net assets</b>		<b>9,849</b>	<b>7,044</b>	<b>-</b>	<b>-</b>
<b>Capital and reserves</b>					
Called up share capital	18	-	-	-	-
Other reserves	19	2,472	2,472	-	-
Profit and loss account	19	7,377	4,572	-	-
<b>Total shareholders' funds</b>		<b>9,849</b>	<b>7,044</b>	<b>-</b>	<b>-</b>

The financial statements on pages 8 to 22 were approved by the board of directors of CHA (2005) Limited, registered number 05471124, on 15 MAY 2015 and were signed on its behalf by:

G Watson  
Director



# **CHA (2005) Limited**

## **Notes to the financial statements for the year ended 31 December 2014**

### **1 Principal accounting policies**

#### **Basis of accounting**

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year are set out below.

#### **Basis of consolidation**

The Group financial statements consolidate the financial statements of the Company and its subsidiaries for the year ended 31 December 2014. Uniform accounting policies have been applied across the group and that any profits or losses on intra group transactions have been eliminated and that investor's share of profit or losses on transactions have been eliminated.

#### **Intangible fixed assets**

Goodwill arising on consolidation represents the excess of the fair value of the consideration given over the fair value of the identifiable net assets acquired. Goodwill arising on acquisitions has been capitalised and is being amortised over a period not exceeding 20 years, being the period expected to benefit.

The Company evaluates the carrying value of goodwill in each financial year to determine if there has been an impairment in value, which would result in the inability to recover the carrying amount. When it is determined that the carrying value exceeds the recoverable amount, the excess is written off to the profit and loss account.

#### **Tangible fixed assets**

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation. The cost of tangible fixed assets is the purchase cost, together with any incidental costs of acquisition.

Depreciation is calculated so as to write off the cost of tangible fixed assets on a straight-line basis over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are:

Leasehold property	Over period of lease
Plant and equipment	10% - 33⅓% per annum

#### **Leased assets**

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the life of the lease.

#### **Stocks**

Stocks are stated at the lower of invoiced cost and net realisable value. Where necessary, provision is made for obsolete, slow moving and defective stocks. Stocks on consignment and their related obligations are recognised in current assets and creditors respectively when the risks and rewards of ownership pass to the Company.

Net realisable value is the price at which stocks can be sold in the normal course of business after allowing for the costs of realisation.

Demonstration vehicles are depreciated at between 30 – 40% per annum on a straight line basis.

# **CHA (2005) Limited**

## **Notes to the financial statements for the year ended 31 December 2014 (continued)**

### **1 Principal accounting policies (continued)**

#### **Turnover**

Turnover, which excludes value added tax and trade discounts, represents the invoiced value of goods. Turnover consists entirely of sales made in the United Kingdom, in respect of the Company's principal activity.

Turnover is recognised when risks and rewards of ownership are transferred to the buyer. In general this occurs when vehicles or parts have been supplied or when service has been completed.

#### **Other operating income**

This represents amounts received in respect of support not directly relating to manufacturer incentives and is recognised at the point the terms of the support are met, usually on delivery of a vehicle to a customer.

#### **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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

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

#### **Provisions**

Provisions are recognised when the company has a present obligation as a result of a past event and it is probable that it will be required to settle that obligation. Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the Balance Sheet date.

#### **Pension costs**

A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. The Company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans, the Company pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Company has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

All retirement benefits are accounted for in accordance with FRS 17 'Retirement benefits'. Pension costs are charged to the profit and loss account in the financial year they occur.

#### **Related party transactions**

The Company has a number of related parties on the basis of the entities being under common ownership and control. Refer to note 23 for summary of the transactions during the financial year and balances outstanding.

# CHA (2005) Limited

## Notes to the financial statements for the year ended 31 December 2014 (continued)

### 1 Principal accounting policies (continued)

#### Investments

Investments are held at cost less any provision, where necessary, for permanent diminutions in value.

#### Cash flow

The Company is a wholly owned subsidiary of Super Group Limited, and the cash flows of the company are included in the consolidated group cash flow statement of Super Group Limited, whose financial statements are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1 (revised 1996).

### 2 Turnover

Turnover and profits arise entirely from sales made in the United Kingdom in respect of the Group's principal activity.

### 3 Directors' emoluments

No director (2013: no director) of the Company exercised share options during the year and none (2013: none) became entitled to receive shares under any long term incentive scheme.

The directors did not receive any emoluments in respect of their services to the company in 2014 (2013: £nil). P Dunkley and D Hammond were remunerated by Camden Ventures Limited, both resigned 19<sup>th</sup> December 2014 from Allen Ford (UK) Limited, a related entity. Accordingly, their emoluments are included in the statutory financial statements of that entity.

P Mountford, C Brown and G Watson were appointed 19<sup>th</sup> December 2014; they did not receive any emoluments and are remunerated by Super Group Limited.

### 4 Employee information

The average monthly number of persons (including executive directors) employed by the Group during the year was:

	2014 Number	2013 Number
Sales and service	558	581
Administration	74	78
	632	659
	2014 £'000	2013 £'000
Staff costs (for the above persons)		
Wages and salaries	18,047	18,152
Social security costs	1,724	1,765
Other pension costs (note 17)	289	226
	20,060	20,143

## CHA (2005) Limited

### Notes to the financial statements for the year ended 31 December 2014 (continued)

#### 5 Exceptional items

	2014	2013
	£'000	£'000
Closure of Renault/Nissan, Hopping Hill & Milton Keynes dealerships	-	860
Provision for the Dunstable 2014 property costs	-	341
Loss on disposal of Fixed assets	-	328
Inter Co Balances Cleared on the Sale of the Business	2,472	-
	2,472	1,529

The terminations of the Renault/Nissan franchise and the Hopping Hill dealership were completed during 2013 and closure of the Milton Keynes dealership was finalised in February 2014, but the decision to close the dealership was taken in December 2013. Accordingly the costs have been recognised in 2013.

The Dunstable property costs relate to an onerous lease provision for the future vacant property cost and related business rates.

The loss on disposal of fixed assets represents the difference between the book value of assets and the disposal proceeds at the date of disposal.

The intercompany balances between Charles H Allen and CHA (2005) Ltd were waived at the point of the sale completing on the 19<sup>th</sup> December 2014 to Super Group (UK) Ltd.

#### 6 Interest payable and similar charges

	2014	2013
	£000	£000
Bank overdraft interest	366	436
	366	436

#### 7 Operating profit

Operating profit is stated after charging:

	2014	2013
	£000	£000
Depreciation of owned tangible fixed assets	711	847
Amortisation of goodwill	6	6
Loss of disposal of fixed assets	55	328
Auditors remuneration – audit services	43	43
Operating leases – all relating to land and buildings	3,307	3,928



## CHA (2005) Limited

### Notes to the financial statements for the year ended 31 December 2014 (continued)

#### 8 Tax on profit on ordinary activities

Current Tax	2014 £'000	2013 £'000
UK corporation tax	1,416	774
Adjustment in respect of prior periods	43	98
Total current tax	1,459	872
<b>Deferred tax</b> – origination and reversal of timing differences	56	(84)
Adjustments in respect of prior years	(6)	(92)
Total deferred tax	50	(176)
Total tax on profit on ordinary activities	1,509	696

The tax for the year is higher to (2013: higher than) the standard rate of corporation tax in the UK of 21.5% (2013: 23.25% per higher prior year). The differences are explained below:

	2014 £000	2013 £000
Profit on ordinary activities before taxation	4,314	2,619
Profit on ordinary activities before taxation multiplied by standard rate of corporation tax in the UK of 21.5% (2013: 23.25% per prior year)	928	609
Effects of:		
Expenses not deductible for tax purposes	531	152
Other timing differences	(14)	-
Other timing differences – Fixed Assets	(29)	13
Adjustments in respect of prior periods	43	98
<b>Total current tax</b>	1,459	872

#### Factors that may affect future tax charges

Legislation was enacted as part of the Finance Bill 2013 on 2 July 2013 to further reduce the main rate to 20 % from 1 April 2015.

# CHA (2005) Limited

## Notes to the financial statements for the year ended 31 December 2014 (continued)

### 9 Profit for the financial year

As permitted by section 408 of the Companies Act 2006, the Company's profit and loss account has not been included in these financial statements. The Company's profit for the financial year was £Nil (2013: £Nil).

### 10 Tangible fixed assets

Group	Leasehold property £000	Plant and equipment £000	Totals £000
<b>Cost</b>			
As at 1 January 2014	121	4,733	4,854
Additions	12	491	503
Disposals	-	(379)	(379)
<b>At 31 December 2014</b>	<b>133</b>	<b>4,845</b>	<b>4,978</b>
<b>Accumulated depreciation</b>			
At 1 January 2014	52	2,585	2,637
Charge for the year	11	700	711
Disposals	-	(324)	(324)
<b>At 31 December 2014</b>	<b>63</b>	<b>2,961</b>	<b>3,024</b>
<b>Net book value at 31 December 2014</b>	<b>70</b>	<b>1,884</b>	<b>1,954</b>
Net book value at 31 December 2013	69	2,148	2,217

The company had no tangible fixed assets. The Allen Ford (UK) Ltd business undertook a review of assets which had a nil net book value and had been written off with no future use and cleared down from the fixed asset register, the assets are included within the disposal above.

# CHA (2005) Limited

## Notes to the financial statements for the year ended 31 December 2014 (continued)

### 11 Intangible fixed assets

	Goodwill £000
<b>Cost</b>	
<b>At 1 January 2014 and 31 December 2014</b>	<b>114</b>
Accumulated Amortisation	
At 1 January 2014	46
Charge for the year	6
At 31 December 2014	52
<b>Net book value at 31 December 2014</b>	<b>62</b>
Net book value at 31 December 2013	68

### 12 Fixed asset investments

The following are the wholly owned subsidiary undertakings of CHA (2005) Limited, all of which have been included within the consolidated financial statements:

Name of undertaking	Country of incorporation	Description of shares held	Proportion of nominal value of issued shares held by:	
			Group	Company
Charles H. Allen Limited	Great Britain	Ordinary £1 shares	100%	100%
		Preference £1 shares	100%	100%
		Non cumulative preference 3.75% £1 shares	100%	100%
Allen Ford (UK) Limited	Great Britain	'A' Ordinary 1p shares	100%	Nil
		'B' Ordinary 1p shares	-	-
		'C' Ordinary 1p shares	-	-

Charles H. Allen Limited is an intermediate holding company. The principal activities of Allen Ford (UK) Limited are the distribution, sale, repair and service of new and used vehicles and the sale of accessories and replacement parts.

The directors believe that the carrying value of the investments is supported by their underlying net assets.

# CHA (2005) Limited

## Notes to the financial statements for the year ended 31 December 2014 (continued)

### 13 Stocks

	<b>Group</b>	<b>Group</b>	<b>Company</b>	<b>Company</b>
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
Motor vehicles	<b>44,969</b>	43,727	-	-
Parts, accessories and other stocks	<b>2,589</b>	2,322	-	-
	<b>47,558</b>	46,049	-	-

Vehicle consignment stocks are recognised on the balance sheet where, in substance, they are deemed to be assets of the company. The principal criterion applied is whether the vehicles are interest bearing. The corresponding liabilities have been included in creditors, the amounting to £27,048,352 (2013: £25,399,300).

### 14 Debtors

	<b>Group</b>	<b>Group</b>	<b>Company</b>	<b>Company</b>
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
Trade debtors	<b>5,547</b>	4,869	-	-
Amounts owned by group undertakings	-	2,472	-	-
Prepayments and accrued income	<b>5,221</b>	5,881	-	-
Value added tax	-	-	-	-
Deferred tax asset	<b>78</b>	128	-	-
	<b>10,846</b>	13,350	-	-

Amounts due to related parties are unsecured, interest free and have no fixed date of repayment.

#### Deferred tax

	<b>2014</b>
	<b>£'000</b>
At 1 January 2014	128
Profit and loss account	(50)
<b>At 31 December 2014</b>	<b>78</b>

## CHA (2005) Limited

### Notes to the financial statements for the year ended 31 December 2014 (continued)

#### 14 Debtors (continued)

The deferred tax asset provided in the financial statements is as follows:

	2014	2013
	£000	£000
Tax effect of timing differences:		
Accelerated capital allowances	33	54
Other timing difference	45	74
	78	128

There were no unprovided amounts of deferred tax (2013: £nil).

#### 15 Creditors: amounts falling due within one year

	Group	Group	Company	Company
	2014	2013	2014	2013
	£000	£000	£000	£000
Trade creditors	41,166	38,680	-	-
Amounts owed to group undertakings	-	5	-	-
Other taxation and social security	1,183	1,270	-	-
Stocking loan facility	11,679	12,870	-	-
Accruals and deferred income	1,898	1,263	-	-
Corporation Tax	800	413	-	-
	56,726	54,501	-	-

The bank overdraft is secured by way of a fixed and floating charge over the assets of the Group.

Amounts owed to Group related parties are unsecured, interest free and have no fixed date of repayment.

The stocking loan with Lombard North Central PLC is a short term revolving loan agreement with a facility up to £16,000,000 bearing an interest rate of 7 day LIBOR plus 2.3%. It is secured against the vehicles purchased.

## CHA (2005) Limited

### Notes to the financial statements for the year ended 31 December 2014 (continued)

#### 16 Provisions for liabilities

	Restructuring Provision £'000	Deferred tax Provision £'000	Total £'000
At 1 January 2014	688	-	688
Utilised	(688)	-	(688)
<b>At 31 December 2014</b>	<b>-</b>	<b>-</b>	<b>-</b>

##### Restructuring Provision

The 2013 Provision was fully utilised during 2014.

##### Deferred tax provision

The deferred tax balance at the year-end date was an asset, see note 14 for the analysis of the balance.

#### 17 Pension and similar obligations

The company contributes to a defined contribution scheme where the retirement benefits of certain employees are funded by contributions by the company. These contributions are paid to insurance companies and charged to the profit and loss for the financial year in which they become payable. There were no amounts outstanding at 31 December 2014. The total pension cost for the financial year was £289,000 (2013: £226,365).

#### 18 Called up share capital

Group and Company	2014 £	2013 £
Allotted and fully paid		
10,579 (2013: 10,579) A ordinary shares of 1p each	106	106

# CHA (2005) Limited

## Notes to the financial statements for the year ended 31 December 2014 (continued)

### 19 Reserves

Group	Other reserves £000	Profit and loss account £000	Total £000
At 1 January 2014	2,472	4,572	7,044
Profit for the financial year	-	2,805	2,805
<b>At 31 December 2014</b>	<b>2,472</b>	<b>7,377</b>	<b>9,849</b>
Company		Profit and loss account £000	
At 1 January 2014		-	
<b>At 31 December 2014</b>		-	

### 20 Dividends

	2014 £'000	2013 £'000
No Dividends were paid or are proposed (2013: £Nil)	-	-

### 21 Financial commitments

	2014 £000	2013 £000
Annual commitments in respect of non-cancellable operating leases relating wholly to land and buildings expiring:		
Expiring within one year	179	394
Expiring between two and five years	1,808	2,214
Expiring after five years	1,320	1,320
	<b>3,307</b>	<b>3,928</b>

## CHA (2005) Limited

### Notes to the financial statements for the year ended 31 December 2014 (continued)

#### 22 Contingent liabilities

The Group has provided a guarantee of £1,500,000 in favour of Ford Credit and The Royal Bank of Scotland Group in respect of certain funding facilities provided to Allen Ford (UK) Limited.

#### 23 Related party transactions

On 19 December 2014 the Company was acquired by Super Group Limited. Related party transactions reflect transactions with previous related parties prior to the date of change in ownership. Any subsequent transactions post leaving the group have not been disclosed. No related party transactions were noted with Super Group.

	Sales to related party	Purchases from related party	Amounts owed by related party	Amounts owed to related party
	£000	£000	£000	£000
Related Party				
Car Shop Limited	1,124	-	-	-
Camden Ventures Limited	19	2,876	-	-
	1,143	2,876	-	-

There are no other related party transactions.

#### 24 Ultimate controlling party

The ultimate parent company and controlling party is Super Group Limited, a company incorporated in South Africa, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the parent company's consolidated financial statements may be obtained from the Company Secretary at 27 Impala Road, Chislehurst, Sandton.