# RANK OVERSEAS HOLDINGS LIMITED Registered No. 412917

**DIRECTORS' REPORT** 

**AND** 

**FINANCIAL STATEMENTS** 

30 June 2016



# RANK OVERSEAS HOLDINGS LIMITED DIRECTORS' REPORT

The directors present their report and financial statements for the year ended 30 June 2016. The comparative period covers the year ended 30 June 2015.

## **Business review and principal activities**

The Company is a limited company incorporated and domiciled in England and Wales.

The principal activity of the Company throughout the period was that of an investment holding company. The directors do not anticipate any change in the activity of the Company in the foreseeable future.

The results for the Company show a pre-tax profit of £13.1m (2015: loss of £23.8m) for the year. Included within the profit for the year is £11.4m of dividend income (2015: £6.3m) and a £0.4m loss on disposal of subsidiary undertaking (2015: £nil). The prior year result also includes £30.2m expense relating to liquidation of investment in subsidiary undertaking. The balance sheet as at 30 June 2016 shows net current assets of £190.3m (2015: £177.3m).

The directors do not recommend the payment of a dividend (2015: Nil).

#### **Future outlook and uncertainties**

As an investment holding company the main outlook and uncertainties surround the financial performance of its subsidiary undertakings. The directors' focus is on increasing customer numbers, visits and revenue by bringing enjoyable gaming-based leisure experiences to a broader base of customers. Against this backdrop, the key elements of the strategy are:

- Creating a compelling multi-channel offer by building on the existing portfolio of venues, membership systems, reward programmes and high level engagement between team members and customers;
- Building digital capability replicating the strong position of the venues across digital channels;
- Developing our venues continuing to invest in existing venues (in terms of product, environment and service) and by creating new ones;
- Investing in brands and marketing increased brand marketing programmes, providing appropriate support for the established brands and development of new brands for the digital market; and
- Using technology to drive efficiency and improve customer experience by speeding up processes, harnessing technological developments and increasing digital technologies in venues.

### Principal risks and uncertainties

The main risks and uncertainties surround the financial performance of its subsidiary undertakings. The principal risks are:

Regulatory and tax – adverse change in regulation could increase the administrative cost of operations, while new or increased taxation could have a material impact on the financial condition and results of the Company;

Volatility of gaming win – win percentages for gambling activities can vary over a short period of time, although they will stabilise over a longer period. The business is also vulnerable to the potential impact of a small number of customers who can create volatility from the level of their gaming win;

Loss of licences – gaming licences are fundamental to the operations of the Company. The loss of licences could have an adverse effect on profitability and prevent the business from providing gambling services;

Business continuity and disaster recovery – due to the venues based nature of much of the business, the significant reliance on technology, and the criticality of staff in serving customers and running the business, serious disruptive events such as building fire, pandemic or serious technology failure may cause an interruption to the ability to operate elements of the business if business continuity and disaster recovery plans failed to operate successfully;

Information technology and cyber risk – the Company is highly dependent on complex technology and advanced information systems with many interfaces and a significant number of separate suppliers. The pace of business change and development means that IT changes such as new software coding, systems enhancements and new software application integrations are undertaken continually and consequently these systems are inherently vulnerable to experiencing malfunctions, failures, or cyber-attacks such as viruses or hacker intrusion. Comprehensive technology resilience and systems protection measures are in place but it is difficult to detect all threats and vulnerabilities in order to prevent all service interruptions and problems.

# RANK OVERSEAS HOLDINGS LIMITED DIRECTORS' REPORT (CONTINUED)

# Key performance indicators (KPI)

The directors of The Rank Group Plc manage the Group's operations on a divisional basis. For this reason, the Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. The development, performance, and position of the Group, which includes the Company, is discussed in more detail on pages 1 to 46 of the Group's 2016 annual report and financial statements which do not form part of this report. The directors do not anticipate any immediate or substantial variations to the Company's current activities.

#### **Directors**

The following were directors of the Company during the year and at the date of these accounts:Mr H.B. Birch
Mr C.A.R. Jennings
Ms F. Bingham (Company Secretary)

# Statement of directors' responsibilities

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 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 Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- present fairly the financial position, financial performance, and cash flows of the Company;
- select suitable accounting policies and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- make judgements and estimates that are reasonable and prudent;
- provide additional disclosures when compliance with the specific requirements in United Kingdom Generally Accepted Accounting Practice is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and final performance;
- state whether the financial statements have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements for the Company on the going concern basis, unless it is appropriate to assume that the Company will not continue in business, in which case there should be supporting assumptions or qualifications.

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.

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the Company's auditors are unaware. Each director has taken all the steps that ought to have been 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.

# RANK OVERSEAS HOLDINGS LIMITED DIRECTORS' REPORT (CONTINUED)

#### Insurance and indemnities

The Rank Group Plc has arranged insurance cover in respect of legal action against the directors of the Company. To the extent permitted by English law, the Company also indemnifies the directors. Neither the insurance nor the indemnity provides cover in situations where a director has acted fraudulently or dishonestly.

#### **Auditors**

In accordance with s487(2) of the Companies act 2006, Ernst and Young LLP will continue as auditors of the Company.

Small company's exemption

In preparing the Directors' Report, advantage has been taken of the small company's exemption under the Companies Act 2006. As a result of this exemption, the Company is not required to prepare a strategic report.

By order of the board

Mr C.A.R. Jennings

Director

Registered Office: Statesman House, Stafferton Way, Maidenhead, Berkshire, SL6 1AY

Registered Number: 412917 Date: 30 November 2016 We have audited the financial statements of Rank Overseas Holdings Limited for the year ended 30 June 2016 which comprise the Income Statement, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, the Accounting Policies and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard FRS101 '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 Statement of Directors' Responsibilities set out on page 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 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 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 director; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Director's 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 30 June 2016 and of its 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.

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

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

### Matters on which we are required to report by exception

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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in not preparing the Strategic Report.

Julie Carlyle (Senior Statutory Auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

Date: 30 November 2016

		Year ended 30 June 2016	Year ended 30 June 2015
	Note	£000	£000
Other operating expense	2	(445)	(30,220)
Dividend income from subsidiary undertakings		11,418	6,349
Operating profit (loss)	2	10,973	(23,871)
Interest receivable and similar income	3	2,107	80
		2,107	80
Profit (loss) on ordinary activities before taxation		13,080	(23,791)
Taxation	4	(421)	(17)
Profit (loss) for the year		12,659	(23,808)
All results are from continuing operations			
STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2016			
		Year ended 30 June 2016 £000	Year ended 30 June 2015 £000
Profit (loss) for the year		12,659	(23,808)
Total comprehensive income (loss) for the year		12,659	(23,808)

		At 30 June 2016	At 30 June 2015
	Note _	£000	£000
Fixed assets			
Investment in subsidiaries	5	16,071	16,489
Current assets			
Other debtors	6	198,849	178,286
Creditors: amounts falling due within one year			
Other creditors	7	(8,095)	(1,030)
Income tax payable	-	(421)	
		(8,516)	(1,030)
Net current assets		190,333	177,256
Net assets	- -	206,404	193,745
Capital and reserves			
Ordinary share capital	8	1,000	1,000
Retained earnings	_	205,404	192,745
Total equity	_	206,404	193,745

The notes on pages 8 to 13 are an integral part of these financial statements.

These accounts were approved by the board on 30 November 2016 and signed on its behalf by:

Mr C.A.R. Jennings

**Director** 

# RANK OVERSEAS HOLDINGS LIMITED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2016

	Share capital £000	Retained earnings £000	Total £000
At 1 July 2014  Total comprehensive income:	1,000	216,553	217,553
Loss for the year	-	(23,808)	(23,808)
At 30 June 2015	1,000	192,745	193,745
Total comprehensive income:			
Profit for the year		12,659	12,659_
At 30 June 2016	1,000	205,404	206,404

There were no transactions with owners in either year.

#### 1. Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies are in accordance with applicable accounting standards and have been consistently applied to all the periods presented, unless otherwise stated.

# A Basis of preparation

The financial statements are prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework'. The Company has taken advantage of the following disclosure exemptions under FRS101:

- the requirement of IAS7 'Statement of Cash Flows';
- the requirements in IAS24 'Related Party Disclosures' to disclosure related party transactions entered into between two or more members of a group, provided that any subsidiary which is party to the transaction is wholly owned by such a member; and
- the requirements of IFRS7 'Financial Instruments: Disclosures'.

The results of the Company, along with the equivalent disclosures in respect of the exemptions listed above are included in the consolidated financial statements of The Rank Group Plc, details of which are shown in note 11.

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities at fair value through profit or loss. A summary of the more important Company accounting policies is set out below.

The Company is itself a subsidiary company and is exempt from the requirement to prepare group financial statements by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies. The areas requiring a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are set out in the relevant accounting policies below. The best estimate of the directors may differ from the actual results.

(i) Standards, amendments to and interpretations of existing standards adopted by the Company

The Company has not adopted any new standards, amendments or interpretations in the year.

(ii) Standards, amendments to and interpretations of existing standards that are not yet effective

The Company is not expected to be materially impacted any new standards, amendments or interpretations of existing standards, that have been published and are mandatory for accounting periods starting after 1 July 2016.

#### **B** Investments

Investments in subsidiaries are held at cost, less impairment.

# C Impairment of assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment.

An impairment loss is recognised as the amount by which an asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

If an impairment loss is recognised, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an exceptional expense in the income statement immediately.

A reversal of an impairment loss is recognised as exceptional income in the income statement immediately.

### 1. Accounting Policies (continued)

#### **D** Taxation

Current tax is applied to taxable profits at the rates ruling in the relevant country.

Deferred tax is provided in full, using the balance sheet liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, if deferred income tax arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for. Deferred 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 tax asset is realised or the deferred tax liability is settled.

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

Deferred tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the future.

#### E Other debtors

Other debtors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

#### F Other creditors

Trade creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

# 2. Operating profit (loss) for the year

The following items have been included in arriving at the profit (loss) for the year:

	Note	Year ended 30 June 2016 £000	Year ended 30 June 2015 £000
Loss on disposal of subsidiary undertaking	5	445	-
Liquidation of investment in subsidiary undertakings	5		30,220

The audit fee is borne by Rank Leisure Holdings Limited, the Company's immediate parent. During the year the Rank Insurance Ltd was sold resulting in a loss on disposal of £445,000.

3. Interest	Year ended 30 June 2016 £000	Year ended 30 June 2015 £000
Interest receivable from Group companies	2,107	80
Total	2,107	80
4. Taxation  Current tax	Year ended 30 June 2016 £000	Year ended 30 June 2015 £000
UK corporation tax in respect of current year	421	17
Total current tax	421	17
Tax charge in the income statement	421	17
The tax on the Company's result before tax differs from the standard rate of UK 20.75%). The differences are explained below.	corporation tax of	20.00% (2015:
(Loss) profit before tax	13,080	(23,791)
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.00% (2015: 20.75%) Effects of:	2,616	(4,937)
Income not subject to tax Expenses not deductible for tax purposes	(2,284) 89	(1,317) 6,271
Tax charge in the income statement	421	17
i ax charge in the income statement	421	

On 8 July 2015, the Chancellor of the Exchequer announced the reduction in the main rate of UK corporation tax to 19.0% for the year starting 1 April 2017 and a further 1.0% reduction to 18.0% from 1 April 2020. These changes were substantively enacted in October 2015.

On 16 March 2016, the Chancellor of the Exchequer announced a further 1.0% reduction to the previously announced 18.0% main rate of UK corporation tax to 17.0% from 1 April 2020. This change was substantively enacted in September 2016.

The rate reductions will reduce the amount of cash tax payments to be made by the Company in future periods.

The company has capital losses of £243m (2015: £246m). These losses are available for offset against future UK chargeable gains. No deferred tax asset has been recognised in respect of these losses as no further utilisation is currently anticipated.

5. Investment in subsidiaries	
	Investments £000
Cost	
At 1 July 2014	508,937
Additions	7,972
Liquidation of subsidiary	(494,540)
At 30 June 2015	22,369
Disposal	(996)
At 30 June 2016	21,373
Impairment provision	
At 1 July 2014	(470,200)
Reversal of impairment on liquidation of subsidiary	464,320
At 30 June 2015	(5,880)
Disposal	578
At 30 June 2016	(5,302)
Net book value at 30 June 2014	38,737
Net book value at 30 June 2015	16,489
Net book value at 30 June 2016	16,071

During the year, Rank Insurance Ltd was sold for £1 with £27,000 of disposal costs being incurred. The loss on disposal of £445,000 has been classed within exception costs.

The Company owns directly or indirectly 100% of the issued share capital and voting rights of the following companies:

Principal subsidiary undertaking	<b>Country of incorporation</b>	Principal activities
Rank America Inc.*	U.S.A.	Resolution of historic liabilities
Rank Overseas Finance Limited*	England and Wales	Dormant
Rank Holding España SA*	Spain	Intermediary holding company
Blankenberge Casino-Kursaal NV*	Belgium	Casino
Middelkerke Casino-Kursaal NV*	Belgium	Casino
Conticin SL	Spain	Social and bingo clubs
Gotfor SA	Spain	Social and bingo clubs
Rank Cataluña SA	Spain	Social and bingo clubs
Rank Centro SA	Spain	Social and bingo clubs
Top Rank Andalucía SA	Spain	Social and bingo clubs
Verdiales SA	Spain	Social and bingo clubs
Rank DMS LLC	U.S.A.	Resolution of historic liabilities
DGMS Blackburn Holdings Limited	England and Wales	Dormant
Rank Nemo (DGMS) Limited	England and Wales	Dormant
Kingston Plantation Condominium	U.S.A.	Dormant
Management Company		
Kingston Plantation Inc.	U.S.A.	Dormant
Rank America (Nevada) Inc.	U.S.A.	Dormant
Rank Development Inc.	U.S.A.	Dormant
Rank DGMS LLC	U.S.A.	Dormant
Rank Leisure USA Inc.	U.S.A.	Dormant
Rank New Jersey Inc.	U.S.A.	Dormant
Rank Orlando II Inc.	U.S.A.	Dormant
Rank TH Inc.	U.S.A.	Dormant
* Directly held by the Company.		

6. Other debtors	At 30 June 2016	At 30 June 2015
Amounts falling due within one year		£000
Amounts owed by parent undertakings	198,849	178,286
	198,849	178,286

The Company held no trade debtors at either balance sheet date and accordingly no provision for trade debtors was held. The other classes within trade and other debtors do not contain impaired or past due assets. The carrying value of other debtors is assumed to approximate to their fair value due to the short term nature of the receivables.

### 7. Other creditors

	At 30 June 2016 £000	At 30 June 2015 £000
Amounts owed to subsidiary undertakings	8,095 8,095	1,030

The carrying value of other creditors is assumed to approximate to their fair value. Amounts owed to related undertakings are unsecured, repayable on demand and are interest free and accordingly have no set maturity date. The Company has provided no collateral as security.

### 8. Ordinary share capital

o. Ordinary Share Capital	At 30 June 2016 £000	At 30 June 2015 £000
Authorised 900,000,000 ordinary shares of £1 each	900,000	900,000
Issued and fully paid 1,000,000 ordinary shares of £1 each	1,000	1,000

### 9. Directors and employees

The directors received no remuneration in the period in respect of their qualifying services to the Company, which were of negligible value (2015: nil). There were no employees of the Company during the period (2015: nil).

#### 10. Financial assets and liabilities

The accounting policies for financial assets have been applied to the line items below:

	Other finance	Other financial assets	
	At 30 June 2016 £000	At 30 June 2015 £000	
Other debtors	198,849	178,286	
Total	198,849	178,286	

The accounting policies for financial liabilities have been applied to the line items below:

	Other financia	Other financial liabilities	
	At 30 June 2016 £000	At 30 June 2015 £000	
Other creditors	8,095	1,030	
Total	8,095	1,030	

#### 11. Parent undertakings and related party transactions

The Company's immediate parent undertaking is Rank Leisure Holdings Limited. A company incorporated in England and Wales.

The ultimate parent undertaking is Hong Leong Company (Malaysia) Berhad (Hong Leong), which is incorporated in Malaysia. Hong Leong is the parent undertaking of the largest group to consolidate these financial statements (from the date Hong Leong became the ultimate parent undertaking). The Rank Group Plc was the parent undertaking of the smallest group to consolidate these financial statements. Copies of The Rank Group Plc consolidated financial statements can be obtained from <a href="http://www.rank.com/en/investors/results--reports---presentations.category1.year2016.html">http://www.rank.com/en/investors/results--reports---presentations.category1.year2016.html</a> or by written request to the Company Secretary at Statesman House, Stafferton Way, Maidenhead, Berkshire, SL6 1AY.