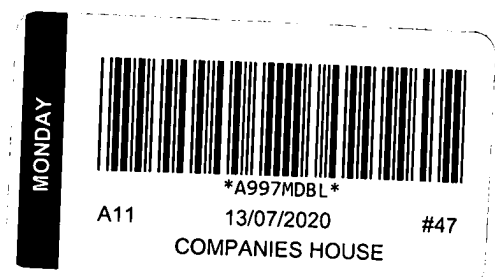


Registration number: 10495415

FR Jones and Son (Holdings) Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2019



FR Jones and Son (Holdings) Limited

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FR Jones and Son (Holdings) Limited

Directors' Report for the Year Ended 31 December 2019

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

Principal activity

The principal activity of the company is that of an intermediate holding company.

Fair review of the business

The directors consider that the results for the year and the financial position at the end of the year were satisfactory.

The results for the year are set out in the financial statements.

The Company's key financial and other performance indicators during the year were as follows:

	2019	2018
Loss before tax	(£135,713)	(£157,414)

Principal risks and uncertainties

The main risks and uncertainties affecting the company are the current state of the wholesale machinery and equipment market affecting its subsidiary.

The Directors have carefully considered the risks to the business caused by COVID-19 and have taken a number of measures to monitor and prevent the effects of the COVID-19 virus such as health and safety measures for our staff including social distancing and working from home.

At this stage, the impact on our business and results is limited and we will continue to follow the UK Government's guidelines and directives to ensure our business continues operations in the best and safest way possible. The Directors believe that the Company has adequate financial resources to continue as a going concern for the foreseeable future.

Incorporation

The Company was incorporated on 24 November 2016.

Directors of the Company

The directors who held office during the year were as follows:

K J Bate (resigned 4 February 2020)

T Lyle

M A Kirkland

J R Jones

E Jones

C O'Connor (resigned 26 March 2019)

The following directors were appointed after the year end:

S Hickey (appointed 4 February 2020)

B Maloney (appointed 4 February 2020)

Dividend

The directors do not recommend the payment of a dividend (2018: £Nil).

FR Jones and Son (Holdings) Limited

Directors' Report for the Year Ended 31 December 2019 (continued)

Directors' liabilities

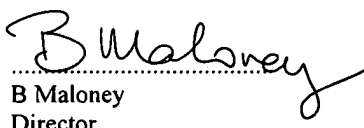
The company maintains an appropriate level of directors' insurance whereby directors are indemnified against liabilities to third parties to the extent permitted by the Companies Act 2006. The directors also benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

Disclosure of information to the auditors

Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

In preparing the directors' report the directors have taken advantage of the exemptions allowed for small companies' set out in the Companies Act 2006.

Approved by the Board on 30 June 2020
..... and signed on its behalf by:


B Maloney
Director

Registered office

4 Birchley Estate
Birchfield Lane
Oldbury
West Midlands
B69 1DT

FR Jones and Son (Holdings) Limited

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 year. Under that law the Directors have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and 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.

FR Jones and Son (Holdings) Limited

Independent Auditor's Report to the members of FR Jones and Son (Holdings) Limited

Opinion

We have audited the financial statements of FR Jones and Son (Holdings) Limited "the Company" for the year ended 31 December 2019, which comprise the Profit and Loss account, Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

FR Jones and Son (Holdings) Limited

Independent Auditor's Report to the members of FR Jones and Son (Holdings) Limited (continued)

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

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 Directors' were not entitled to take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report; 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.

Responsibilities of Directors

As explained more fully in the Statement of Directors' Responsibilities (set out on page 3), the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

FR Jones and Son (Holdings) Limited

Independent Auditor's Report to the members of FR Jones and Son (Holdings) Limited (continued)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

BDO LLP

Claire O'Kane (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London
United Kingdom

Date: 30 June 2020

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

FR Jones and Son (Holdings) Limited

Profit and Loss Account for the Year Ended 31 December 2019

	Note	2019 £	2018 £
Turnover		-	-
Administrative expenses		<u>(3)</u>	<u>(2)</u>
Operating loss		(3)	(2)
Interest payable and similar charges		<u>(135,710)</u>	<u>(157,412)</u>
Loss before tax		(135,713)	(157,414)
Taxation	5	<u>-</u>	<u>3,455</u>
Loss for the financial year		<u><u>(135,713)</u></u>	<u><u>(153,959)</u></u>

Operating loss derives wholly from continuing operations.

The notes on pages 11 to 17 form an integral part of these financial statements.

FR Jones and Son (Holdings) Limited

Statement of Comprehensive Income for the Year Ended 31 December 2019

	2019	2018
	£	£
Loss for the year	<u>(135,713)</u>	<u>(153,959)</u>
Total comprehensive loss for the year	<u><u>(135,713)</u></u>	<u><u>(153,959)</u></u>

The notes on pages 11 to 17 form an integral part of these financial statements.

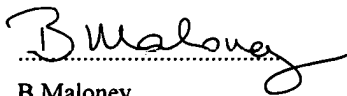
FR Jones and Son (Holdings) Limited

(Registration number: 10495415)
Balance Sheet as at 31 December 2019

	Note	2019 £	2018 £
Fixed assets			
Investments	6	1,750,001	1,750,001
Current assets			
Cash at bank and in hand		402,582	455,765
Creditors: Amounts falling due within one year	7	<u>(2,566,611)</u>	<u>(2,484,081)</u>
Net current liabilities		<u>(2,164,029)</u>	<u>(2,028,316)</u>
Net liabilities		<u>(414,028)</u>	<u>(278,315)</u>
Capital and reserves			
Called up share capital	8	100	100
Share premium reserve	9	20	20
Profit and loss account	9	<u>(414,148)</u>	<u>(278,435)</u>
Shareholder's funds		<u>(414,028)</u>	<u>(278,315)</u>

30 June 2020

Approved and authorised by the Board on and signed on its behalf by:



B Maloney

Director

FR Jones and Son (Holdings) Limited

Statement of Changes in Equity for the Year Ended 31 December 2019

	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 January 2019	100	20	(278,435)	(278,315)
Loss for the year	-	-	(135,713)	(135,713)
Total comprehensive loss	-	-	(135,713)	(135,713)
At 31 December 2019	100	20	(414,148)	(414,028)

	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 January 2018	100	20	(124,476)	(124,356)
Loss for the year	-	-	(153,959)	(153,959)
Total comprehensive loss	-	-	(153,959)	(153,959)
At 31 December 2018	100	20	(278,435)	(278,315)

The notes on pages 11 to 17 form an integral part of these financial statements.

FR Jones and Son (Holdings) Limited

Notes to the Financial Statements for the Year Ended 31 December 2019

1 Accounting policies

FR Jones and Son (Holdings) Limited is a company limited by shares and incorporated in the UK.

Summary of significant accounting policies and key accounting estimates

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

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ("FRS 102").

Basis of preparation

These financial statements have been prepared using applicable accounting standards and in accordance with the Companies Act 2006.

The presentation currency of these financial statements is Sterling and the figures are presented in round pounds.

Summary of disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17 (d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42 to 11.48C;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29; and
- the requirements of Section 33 Related Party Disclosures 33.7.

The information is included in the consolidated financial statements of Regalhill Limited.

Name of parent of group

These financial statements are consolidated in the financial statements of Regalhill Limited.

The financial statements of Regalhill Limited may be obtained from Companies House, Crown Way, Cardiff CF14 3UZ.

FR Jones and Son (Holdings) Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

1 Accounting policies (continued)

Going concern

The Directors have considered the potential impact to the business from the effects of the current pandemic (Covid-19) and have put in place plans to mitigate the currently known, and potential risks to the business (see Directors' Report).

The company is part of the wider Regalhill group, and the directors of the group have assessed the full cash requirements of each company over the coming 12 months. Detailed forecasts and projections have been prepared that indicate in all circumstances each company can continue and the group has sufficient funds to meet each of its subsidiaries obligations.

The directors of the parent have provided a letter of support pledging appropriate funding from within the group to each of its subsidiaries where necessary to enable them to continue to trade and meet all of their obligations.

Given the financial strength of the wider Regalhill group the directors consider that this financial support will enable the company to discharge its obligations in the ordinary course of business for a period of at least twelve months from the date when the financial statements are authorised for issue. The directors therefore consider it appropriate to continue to prepare the financial statements on a going concern basis.

Interest receivable and Interest payable

Interest payable and similar charges include interest payable recognised in profit or loss account using the effective interest method, and net foreign exchange recognised in the profit and loss account.

Interest income and interest payable are recognised in the profit and loss account as they accrue, using the effective interest method. Any dividend income is recognised in the profit and loss account on the date the Company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

Tax

The tax expense for the period comprises current tax. Tax is recognised in profit and loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised in other comprehensive income.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred tax is recognised, without discounting, in respect of timing differences which have arisen but not reversed by the balance sheet date and is provided for if material in value. A deferred tax asset in respect of losses is not created until 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.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Investments in subsidiaries

Investments in subsidiaries are measured at cost less provision for diminution in value.

Financial assets

Financial assets, other than investments are initially measured at transaction price (including transaction costs) and subsequently held at cost, less any impairment.

FR Jones and Son (Holdings) Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

1 Accounting policies (continued)

Financial liabilities and equity

Financial liabilities and equity are classified according to the substance of the financial instruments contractual obligations, rather than the financial instruments' legal form. Financial liabilities are initially measured at transaction price (including transaction cost) and subsequently held at amortised cost.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

Determine whether there are any indicators of impairment of the company's investments and debtors. Factors taken into consideration in reaching such a decision include the economic viability and expected future performance of the subsidiaries.

2 Staff numbers and costs

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows:

	2019 No.	2018 No.
Administration and support	<u>6</u>	<u>6</u>

3 Directors' remuneration

No emoluments were paid to the directors during the period (2018: £Nil).

4 Auditors' remuneration

Dukehill Services Limited has borne the audit fees provided by the auditors for the Regalhill Limited Group for the current period.

Auditor's other services

Amounts receivable by the Company's auditors and their associates in respect of services to the company and its associates other than the audit of the Company's financial statements have been borne by Dukehill Services Limited for the current period.

FR Jones and Son (Holdings) Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

5 Taxation

The tax on loss before tax for the year is higher than the standard rate of corporation tax in the UK (2018 - higher than the standard rate of corporation tax in the UK) of 19% (2018 - 19%).

The differences are reconciled below:

	2019 £	2018 £
Loss before tax	<u>(135,713)</u>	<u>(157,414)</u>
Corporation tax at standard rate	(25,785)	(29,909)
Effect of tax losses	-	29,909
Increase (decrease) in tax from adjustment for prior periods	-	(3,455)
Tax increase arising from group relief	<u>25,785</u>	<u>-</u>
Total tax credit	<u>-</u>	<u>(3,455)</u>

Factors that may effect future tax

The standard rate of corporation tax in the UK is to remain at 19% (effective from 1 April 2020) and was substantively enacted on 17 March 2020.

6 Investments in subsidiaries, joint ventures and associates

	2019 £	2018 £
Investments in subsidiaries	<u>1,750,001</u>	<u>1,750,001</u>
Subsidiaries		£
Cost or valuation		
At 1 January 2019		<u>1,750,001</u>
Provision		
Carrying amount		
At 31 December 2019		<u>1,750,001</u>
At 31 December 2018		<u>1,750,001</u>

FR Jones and Son is a 100% subsidiary of FR Jones and Son (Holdings) limited. The registered office of FR Jones and Son Limited is Unit B4, Trade City Bell City Retail Park, Lower Sydenham, London SE26 4PR.

FR Jones and Son (Holdings) Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

6 Investments in subsidiaries, joint ventures and associates (continued)

Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Country of incorporation	Holding	Proportion of voting rights and shares held	
			2019	2018
Subsidiary undertakings				
FR Jones and Son Limited	UK	Ordinary	100%	100%

The principal activity of FR Jones and Son Limited is that of wholesale of machinery and equipment.

7 Creditors

	2019 £	2018 £
Due within one year		
Amounts due to related parties	2,566,611	2,484,081

Within amounts due to related parties £1,416,630 (2018: £1,934,100) incurs interest at 8% with the remainder being interest free. All amounts due to related parties are repayable on demand.

8 Share capital

Allotted, called up and fully paid shares

	2019		2018	
	No.	£	No.	£
A ordinary shares of £0.001 each	83,350	83.35	83,350	83.35
B ordinary shares of £0.001 each	9,990	9.99	9,990	9.99
C ordinary shares of £0.001 each	5,000	5.00	5,000	5.00
D ordinary shares of £0.001 each	1,660	1.66	1,660	1.66
	<u>100,000</u>	<u>100</u>	<u>100,000</u>	<u>100</u>

9 Reserves

Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

FR Jones and Son (Holdings) Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

10 Related party transactions

Transactions with directors

	At 1 January 2019 £	Repayments to director £	Interest charged £	Other payments made to company by director £	At 31 December 2019 £
2019					
M A Kirkland					
Loan note	<u>53,289</u>	<u>(17,840)</u>	<u>3,667</u>	<u>-</u>	<u>39,116</u>
T Lyle					
Loan note	<u>33,819</u>	<u>(11,322)</u>	<u>2,327</u>	<u>-</u>	<u>24,824</u>
J R Jones					
Loan note	<u>197,179</u>	<u>(66,014)</u>	<u>13,571</u>	<u>-</u>	<u>144,736</u>
				Other payments made to company by director £	At 31 December 2018 £
2018					
M A Kirkland					
Loan note	<u>53,359</u>	<u>(4,324)</u>	<u>4,254</u>	<u>-</u>	<u>53,289</u>
T Lyle					
Loan note	<u>33,863</u>	<u>(2,744)</u>	<u>2,700</u>	<u>-</u>	<u>33,819</u>
J R Jones					
Loan note	<u>197,438</u>	<u>(16,000)</u>	<u>15,741</u>	<u>-</u>	<u>197,179</u>

Loan notes incur interest at 8% and are repayable on demand.

Summary of transactions with parent

During the year the company was advanced £Nil (2018 - £Nil), repaid £558,003 (2018 - £174,620) and was charged interest of £116,144 (2018 - £134,717) by FRJO Limited. At the balance sheet date the amount due to FRJO Limited was £1,207,954 (2018 - £1,649,813).

Interest on the loan is being charged at 8% and is repayable on demand.

FR Jones and Son (Holdings) Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

10 Related party transactions (continued)

Summary of transactions with subsidiaries

During the year the company was advanced £600,000 (2018 - £650,000) and repaid £150,000 (2018 - £Nil) to FR Jones and Son Limited. At the balance sheet date the amount due to FR Jones and Son Limited was £999,981 (2018 - £549,981).

The loan is interest free and repayable on demand.

Summary of transactions with other related parties

During the year the company was advanced £150,000 (2018 - £Nil) and repaid £Nil (2018 - £Nil) to Dukehill Finance Limited. At the balance sheet date the amount due to Dukehill Finance Limited was £150,000 (2018 - £Nil).

The loan is interest free and repayable on demand.

11 Parent and ultimate parent undertaking

The company's immediate parent is FRJO Limited, incorporated in UK.

The ultimate parent company is Regalhill Limited, incorporated in UK.

The most senior parent entity producing publicly available consolidated financial statements is Regalhill Limited. These financial statements are available upon request from Companies House, Crown Way, Cardiff, CF14 3UZ.

Regalhill Limited had no ultimate controlling party during the year. Following the balance sheet date there was a change in ownership and the ultimate controlling party became the trustees of the Romaleca Albion Settlement Trust.