Registration number: 03872624

Tonjo Limited

trading as Sea-Cargo (UK)

Annual Report and Financial Statements

for the Year Ended 31 December 2019

Forrester Boyd Chartered Accountants 26 South Saint Mary's Gate Grimsby North East Lincolnshire DN31 1LW



trading as Sea-Cargo (UK)

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Company Information

Directors

O Saevild

T Gjostein

Company secretary L Aynsley

Registered office

West Riverside Road

Immingham Dock

Immingham North East Lincolnshire

DN40 2NT

Bankers

HSBC Bank plc

55 Victoria Street

Grimsby

N E Lincolnshire

DN31 1UX

DnB NOR Bank ASA 20 St. Dunstan's Hill

London

EC3R 8HY

Auditors

Forrester Boyd

Chartered Accountants 26 South Saint Mary's Gate

Grimsby

North East Lincolnshire

DN31 1LW

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Strategic Report for the Year Ended 31 December 2019

The directors present their strategic report for the year ended 31 December 2019.

Principal activity

The principal activity of the company is that of a shipping agent.

Fair review of the business

The market situation is still challenging, but it has been improving during 2019 and the Company has an increase of 38.4% in turnover to £3.73m.

As a reflection of the improved market the gross margin has a positive development from 27.3% last year to 28.3% in 2019.

The company continues to focus on developing additional services such as haulage, customs clearance, warehousing and terminal handling in order to be able to provide local customers with a complete logistics solution.

The company has in 2019 a profit before tax of £229,709. The Directors are very pleased with the company's performance and the level of profitability achieved in 2019. The directors will however continue to focus on how to improve the profit of the company, both by way of increased sales and cost reductions.

The Group has more than adequate resources to secure a satisfactory cash position going forward and ensure there are no working capital issues in the coming years.

The Directors expect to see a steady market in 2020 and expect to be able to maintain the same level of profit. The general market will however still be difficult and there are uncertainties related to the future effect of Brexit on the export and imports volumes between Norway and the UK, however the Sea-Cargo Group feels that their UK operations are ideally placed to cope with any eventuality.

Principal risks and uncertainties

The company's sea freight costs and revenues from its parent company, Sea-Cargo AS, are invoiced in Norwegian Kroner (NOK), which are subject to translational risk to the company's local currency (Pound Sterling). Financial and currency risk is managed at group level.

Approved by the Board on 3 March 2020 and signed on its behalf by:

T Gjostein Director

trading as Sea-Cargo (UK)

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.

Directors of the company

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

O Saevild

T Gjostein

Financial instruments

Objectives and policies

The financial risk management objectives of the directors are to ensure that the company has adequate cash flow to meet trading requirements.

In order to meet these objectives the company uses financial instruments, other than derivatives, comprising cash, liquid resources and other items that arise directly from its operations, such as trade debtors and trade creditors.

Price risk, credit risk, liquidity risk and cash flow risk

The business' principal financial instruments comprise of bank balances. The company operates bank accounts in Norwegian Kroner and British Pounds in order to mitigate the currency risks identified.

Trade debtors are offered credit terms based on the risk profile of the customer. The timings of the receipts are managed along with trade creditor payments.

Reappointment of auditors

In accordance with section 485 of the Companies Act 2006, a resolution for the re-appointment of Forrester Boyd as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

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.

Approved by the Board on 3 March 2020 and signed on its behalf by:

T Gjostein Director

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Statement of Directors' Responsibilities

The directors acknowledge their responsibilities 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 elected to prepare 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:

- · select suitable accounting policies and 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; 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.

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Independent Auditor's Report to the Members of Tonjo Limited

Opinion

We have audited the financial statements of Tonjo Limited (the 'company') for the year ended 31 December 2019, which comprise the Profit and Loss Account and Statement of Retained Earnings, Balance Sheet, Statement of Cash Flows, 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 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.

Basis for opinion

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

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.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Strategic Report and Directors' 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 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 Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

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Independent Auditor's Report to the Members of Tonjo Limited

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and 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 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 4], the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

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.

Neal Watford ACA (Senior Statutory Auditor)

For and on behalf of Forrester Boyd, Statutory Auditor

26 South Saint Mary's Gate Grimsby North East Lincolnshire DN31 1LW

3 March 2020

Tonjo Limited trading as Sea-Cargo (UK)

Profit and Loss Account and Statement of Retained Earnings for the Year Ended 31 December 2019

	Note	2019 £	2018 £
Turnover	3	3,734,860	2,699,198
Cost of sales		(2,677,651)	(1,963,268)
Gross profit		1,057,209	735,930
Administrative expenses		(789,908)	(772,439)
Operating profit/(loss)	4	267,301	(36,509)
Other interest receivable and similar income	5	752	437
Interest payable and similar charges	6	(38,344)	(27,840)
		(37,592)	(27,403)
Profit/(loss) before tax		229,709	(63,912)
Taxation	10	(48,122)	8,383
Profit/(loss) for the financial year		181,587	(55,529)
Retained earnings brought forward		338,892	394,421
Retained earnings carried forward		520,479	338,892

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(Registration number: 03872624) Balance Sheet as at 31 December 2019

	Note	2019 £	2018 £
Fixed assets			
Tangible assets	11	120,092	157,486
Current assets			
Debtors	12	516,356	502,961
Cash at bank and in hand		514,942	168,674
		1,031,298	671,635
Creditors: Amounts falling due within one year	14	(630,811)	(490,129)
Net current assets		400,487	181,506
Net assets		520,579	338,992
Capital and reserves			
Called up share capital	16	100	100
Profit and loss account	17	520,479	338,892
Total equity		520,579	338,992

Approved and authorised by the Board on 3 March 2020 and signed on its behalf by:

T Gjostein Director

Tonjo Limited

trading as Sea-Cargo (UK)

Statement of Cash Flows for the Year Ended 31 December 2019

	Note	2019 £	2018 £
Cash flows from operating activities		•	~
Profit/(loss) for the year		181,587	(55,529)
Adjustments to cash flows from non-cash items			
Depreciation and amortisation	4	37,394	47,468
Finance income	5	(752)	(437)
Finance costs	6	38,344	27,840
Income tax expense	10 _	48,122	(8,383)
		304,695	10,959
Working capital adjustments			
(Increase)/decrease in trade debtors	_. 12	(15,145)	106,707
Increase in trade creditors	14 _	108,303	29,983
Cash generated from operations		397,853	147,649
Income taxes (paid)/received	10 _	(13,993)	3,297
Net cash flow from operating activities	_	383,860	150,946
Cash flows from investing activities			
Interest received	5	752	. 437
Acquisitions of tangible assets	_		(6,304)
Net cash flows from investing activities		752	(5,867)
Cash flows from financing activities			
Interest paid	6 _	(2,094)	(2,142)
Net increase in cash and cash equivalents		382,518	142,937
Cash and cash equivalents at 1 January		168,674	51,435
Effect of exchange rate fluctuations on cash held	_	(36,250)	(25,698)
Cash and cash equivalents at 31 December	=	514,942	168,674

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

1 General information

The company is a private company limited by share capital, incorporated in the United Kingdom.

The address of its registered office is: West Riverside Road Immingham Dock Immingham North East Lincolnshire DN40 2NT

These financial statements were authorised for issue by the Board on 3 March 2020.

2 Accounting policies

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 the Republic of Ireland' and the Companies Act 2006.

Basis of preparation

These financial statements cover the individual entity and have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

The financial statements are prepared in sterling which is the functional currency of the company and are rounded to the nearest pound.

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts.

The company recognises revenue when:

The amount of revenue can be reliably measured;

it is probable that future economic benefits will flow to the entity;

and specific criteria have been met for each of the company's activities.

Foreign currency transactions and balances

Transactions in foreign currencies are initially recognised at the functional currency prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date.

Non-monetary items measured in terms of historic cost in a foreign currency are not retranslated.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Profit and Loss Account and Statement of Retained Earnings, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly 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.

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

Deferred tax represents the future tax consequences of transactions and events recognised in the financial statements of current and previous periods. It is recognised in respect of all timing differences, with certain exceptions. Timing differences are differences between taxable profits and total comprehensive income as stated in the financial statements that arise from the inclusion of income and expense in tax assessments in periods different from those in which they are recognised in the financial statements. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of timing differences. Deferred tax on revalued non-depreciable tangible fixed assets and investment properties is measured using the rates and allowances that apply to the sale of the asset.

Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class

Buildings

Furniture, fittings & equipment

Motor vehicles

Depreciation method and rate

10% straight line basis

20% & 33% straight line basis

20% straight line basis

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Profit and Loss Account and Statement of Retained Earnings on a straight-line basis over the period of the lease.

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.

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

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

3 Revenue The analysis of the company's revenue for the year from continuing operations is	as follows:	·
	2019 £	2018 £
Rendering of services Commissions received	3,538,183 196,677	2,525,585 173,613
	3,734,860	2,699,198
4 Operating profit/(loss)		
Arrived at after charging/(crediting)		
	2019 £	2018 £
Depreciation expense	37,394	47,468
Land rental	65,157	63,584
Operating lease expense - other	1,708	1,708
5 Other interest receivable and similar income		
	2019	2018
Interest income on bank deposits	752	<u>£</u> 437
6 Interest payable and similar charges		
	2019	2018
Interest on bank overdrafts and borrowings	£ 2,094	£ 2,142
Foreign exchange (gains) / losses	36,250	25,698
Totalgh exchange (game) / 100000	38,344	27,840
7 Staff costs		
The aggregate payroll costs (including directors' remuneration) were as follows:		
,	2019 £	2018 £
Wages and salaries	209,472	197,065
Social security costs	66,379	62,417
Pension costs, defined contribution scheme	49,205	60,941
	325,056	320,423

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

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

category was as follows:	, ,	, ,
	2019	2018
Operational	N o. 7	No. 7
-		
8 Directors' remuneration		
The directors are remunerated for their management of the Sea-Cargo Groucompany, Sea-Cargo AS.	p as a whole thro	ough the parent
9 Auditors' remuneration		
	2019 £	2018 £
Audit of the financial statements	6,675	6,500
Other fees to auditors		
All other tax advisory services	750	750
All other non-audit services	1,500	1,500
	2,250	2,250
10 Taxation		
Tax charged/(credited) in the income statement		
	2019 £	2018 £
Current taxation		
UK corporation tax	50,379	(5,804)
Deferred taxation		
Arising from origination and reversal of timing differences	(2,257)	(2,579)
Tax expense/(receipt) in the income statement	48,122	(8,383)

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

The tax on profit 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 £
Profit/(loss) before tax	229,709	(63,912)
Corporation tax at standard rate Effect of expense not deductible in determining taxable profit (tax loss) Tax increase (decrease) from effect of capital allowances and depreciation	43,645 1,018 3,459	(12,143) 301 3,459
Total tax charge/(credit)	48,122	(8,383)
Deferred tax Deferred tax assets and liabilities		
2019		Asset £
Accelerated capital allowances		5,790
2018		Asset £
Accelerated capital allowances		3,533

11 Tangible assets

	Land and buildings	Furniture, fittings and equipment £	Motor vehicles £	Total £
Cost or valuation				
At 1 January 2019	230,319	62,117	78,697	371,133
At 31 December 2019	230,319	62,117	78,697	371,133
Depreciation				
At 1 January 2019	107,290	56,287	50,070	213,647
Charge for the year	23,068	2,888	11,438	37,394
At 31 December 2019	130,358	59,175	61,508	251,041
Carrying amount				
At 31 December 2019	99,961	2,942	17,189	120,092
At 31 December 2018	123,029	5,830	28,627	157,486

Included within the net book value of land and buildings above is £99,961 (2018 - £123,029) in respect of freehold land and buildings.

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

12 Debtors			
	Note	2019 £	2018 £
Trade debtors		482,781	237,008
Amounts owed by related parties	19	6,275	225,393
Prepayments		10,244	17,446
Deferred tax assets	10	5,790	3,533
Corporation tax asset	10	-	4,007
VAT		11,266	15,574
Total current trade and other debtors	-	516,356	502,961
13 Cash and cash equivalents			
		2019 £	2018 £
Cash on hand		105	2
Cash at bank	_	514,837	168,672
	=	514,942	168,674
14 Creditors			
	Note	2019 £	2018 £
Due within one year			
Trade creditors		542,968	455,568
Amounts due to related parties	19	21,258	-
Social security and other taxes		22,136	22,373
Accrued expenses		12,070	12,188
Corporation tax liability	10 _	32,379	-
	=	630,811	490,129

15 Pension and other schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £49,205 (2018 - £60,941).

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

16 Share capital

Allotted, called up and fully paid shares

	20	2019		2018	
·	No.	£	No.	£	
Ordinary shares of £1 each	100	100	100	100	

Rights, preferences and restrictions

Ordinary shares have the following rights, preferences and restrictions:

Full voting and participation rights with no restriction on distribution of dividends or repayment of capital.

17 Reserves

Called up share capital

Called up share capital comprises of the value of issued share capital at par.

Profit and loss account

The profit and loss account consists of profits made by the company attributable to the shareholders of the company.

18 Obligations under leases and hire purchase contracts

Operating leases

The total of future minimum lease payments is as follows:

	2019 £	2018 £
Not later than one year	1,668	1,668
Later than one year and not later than five years	<u> </u>	1,668
	1,668	3,336

The amount of non-cancellable operating lease payments recognised as an expense during the year was £1,708 (2018 - £1,708).

19 Related party transactions

Key management compensation

	2019 £	2018 £
Salaries and other short term employee benefits	78,364	75,644
Post-employment benefits	6,795	6,694
	85,159	82,338

Summary of transactions with entities with joint control or significant interest

The company has taken advantage of the exemption in section 33 of FRS 102 'Related Party Disclosures' from disclosing transactions with other members of the group in which any subsidiary which is a party to the transaction is wholly owned by the group.

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

Expenditure with and payables to related parties

Entities with joint control or significant influence

£

2019 Rendering of services

Entities with joint control or significant influence

£

2018

Rendering of services

240

20 Parent and ultimate parent undertaking

Relationship between entity and parents

The company is a wholly owned subsidiary of Sea-Cargo AS, a company incorporated in Norway.

The ultimate parent company is Euro Trans AS, a company incorporated in Norway. Copies of the Euro Trans AS consolidated financial statements can be obtained from Euro Trans AS P.O.B 15 Nesttun 5852 Bergen - the company's registered office address.