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# **Westbridge Food Group Limited**

**Annual Report and Financial Statements** 

For the Year Ended 31 December 2017



COMPANIES HOUSE

## Company Information

Directors

J Middleton

M Whaley (resigned 3 April 2017) P J McNeil (resigned 3 April 2017)

N C Shaw

J J McNeil (resigned 3 April 2017) E M McNeil (resigned 3 April 2017) D J Hurley

S Parker (resigned 3 April 2017)

P Boondoungprasert (appointed 3 April 2017) P Chalongchaichan (appointed 3 April 2017) S Lasomboon (appointed 3 April 2017) P Ohmpomnuwat (appointed 3 April 2017) S Yingchankul (appointed 3 April 2017)

Registered number

06345373

Registered office

Polonia House

Enigma Commercial Centre Sandy's Road

Sandy's Road Malvern Worcestershire WR14 1JJ

Independent auditor

Grant Thornton UK LLP

Chartered Accountants & Statutory Auditor

2 Glass Wharf Bristol BS2 0EL

Bankers

HSBC Bank Plc 3 Rivergate Temple Quay Bristol BS1 6ER

Solicitors

Higgs and Sons

3 Waterfront Business Park

Brierley Hill West Midlands DY5 1LX

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# Group Strategic Report For the Year Ended 31 December 2017

#### Principal activities

The principal activity of the company during the year was a holding company of a group whose principal activity is trading poultry.

#### Business review

The recurring trading result for the year was in line with expectations. The Group continued to develop new and innovative food products for existing and new customers. The Group's core business continues to be poultry trading. In addition it offers a range of fish and party food lines to provide the customer with enhanced retail and food service solutions.

Group net assets at 31 December 2017 were £37.2 million (2016 - £32.5 million). Net cash position as at 31 December 2017 was £2.6 million (Net debt 2016 - £6.7 million). Operating cash inflow for the year ended 31 December 2017 was £8.2 million (2016 - £10.8 million).

#### Principal risks and uncertainties

The Group's principal risks and uncertainties relate to foreign exchange exposure and commodity price risk.

#### **Currency risk**

The Group is exposed to translation and transaction foreign exchange risk. In relation to translation risk, as far as possible the assets held in the foreign currency are matched to an appropriate level of borrowings in the same currency. Transactional foreign exchange risk is mitigated by entering into forward foreign exchange contracts which are matched, as far as possible to forecast supplier purchases and customer deliveries. Whilst the aim is to achieve a minimum cost from currency exposures by the use of derivatives the Group does not adopt an accounting policy of hedge accounting for these financial statements.

#### Interest rate rísk

The Group is exposed to interest rate fluctuations on its borrowings as the majority of its bank facilities are at floating rates.

#### Credit risk

The Group's principal financial assets are cash and trade debtors. The credit risk associated with the cash is limited as the counterparties have high credit ratings assigned by international credit rating agencies. The principal credit risk arises therefore from its trade debtors. In order to manage credit risk the directors have credit insurance in place and frequently monitor and review customer credit rates.

#### Liquidity risk

The Group seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs through forecasting and to invest cash assets safely and profitably.

# Group Strategic Report (continued) For the Year Ended 31 December 2017

Financial key performance indicators

| Thansair not perfect the local of the local |         |         |
|---|---------|---------|
|   | 2017    | 2016    |
|   | £'000   | £'000   |
| Turnover  | 296,010 | 305,446 |
| Operating profit (before share of joint venture)  | 2,984   | 5,970   |
| Operating profit % (before share of joint venture)  | 1.0%    | 2.0%    |

Turnover for the year ended 31 December 2017 decreased by £9.5m from the year ended 31 December 2016 which was mainly due to reduction in commodity prices, less trading of commodity meat products and continued focus on value-added product ranges. Operating profit for the same period decreased by 50% in absolute terms which is mainly due to increased commodity costs and weak Sterling currency.

Future developments

The outlook for the company year is positive against a competitive marketplace especially in the retail sector. The Group however operates in a range of markets and channels and the Directors expect to achieve satisfactory earnings.

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

J Middlete

Date: 1 2 SEP 2018

# Directors' Report For the Year Ended 31 December 2017

The directors present their report and the financial statements for the year ended 31 December 2017.

Results and dividends

The profit for the year, after taxation, amounted to £3,210 thousand (2016 - £3,884 thousand).

Directors

The directors who served during the year were:

J Middleton

M Whaley (resigned 3 April 2017)

P J McNeil (resigned 3 April 2017)

N.C. Shaw

J J McNeil (resigned 3 April 2017)

E M McNeil (resigned 3 April 2017)

D J Hurley

S Parker (resigned 3 April 2017)

P Boondoungprasert (appointed 3 April 2017)

P Chalongchaichan (appointed 3 April 2017)

S Lasomboon (appointed 3 April 2017)

P Ohmpornnuwat (appointed 3 April 2017)

S Yingchankul (appointed 3 April 2017)

Directors' responsibilities statement

The directors are responsible for preparing the Group strategic report, the Directors' report and the consolidated 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under Company law the directors must not approve the financial statements unless they are satisfied that they a true and fair view of the state of affairs of the Company and the Group 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 for the Group's financial statements and then apply them consistently;
- make judgments 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 Group 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 the Group and to 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# Directors' Report (continued) For the Year Ended 31 December 2017

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company and the Group's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any
  relevant audit information and to establish that the Company and the Group's auditor is aware of that
  information.

Post balance sheet events

On 22nd March 2018, a subsidiary of Westbridge Food Group Limited, Westbridge Foods (Haydock) Limited's production premises were subject to a significant fire and manufacturing production has subsequently ceased. The Directors are currently assessing the future production plans. However as an interim measure in order to ensure continuity of supply to our existing customers, we have outsourced manufacturing production. Overall the Group has adequate comprehensive insurance cover in place to mitigate the financial impact of this situation.

Auditor

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

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

J Middlete Director

Date:

1 2 SEP 2018



#### Independent Auditor's Report to the Shareholders of Westbridge Food Group Limited

#### Opinion

We have audited the financial statements of Westbridge Food Group Limited for the year ended 31 December 2017, set out on pages 8 to 37. 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 Group's and of the parent Company's affairs as at 31
   December 2017 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.

#### 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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.

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.

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 Group's or the parent 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.



#### Independent Auditor's Report to the Shareholders of Westbridge Food Group 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 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 matters 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 Group strategic report and the Directors' report for the financial year for which
  the financial statements are prepared is consistent with the financial statements; and
- the Group strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

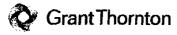
Matters on which we are required to report by the Companies Act 2006

In the light of the knowledge and understanding of the Group and the parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group strategic report and the Directors' report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company 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.



Independent Auditor's Report to the Shareholders of Westbridge Food Group Limited (continued)

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement 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 Group's and the parent 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 Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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.erg.uk/auditorsresponsibilities. The description forms part of our Auditor's report.

Tim Lincoln (Senior statutory auditor)

for and on behalf of Grant Thornton UK LLP Chartered Accountants Statutory Auditor

Bristol

Date:

September 218

#### Consolidated Statement of Comprehensive Income For the Year Ended 31 December 2017

|   | Note   | 2017<br>£000 | 2016<br>£000 |
|---|--------|--------------|--------------|
| Turnover                                    | V•2-2- |              |              |
| Group and share of joint ventures' turnover |        | 296,202      | 305,541      |
| Less: share of joint ventures' turnover     |        | (192)        | (95)         |
| Group turnover                              | •      | 296,010      | 305,446      |
| Cost of sales                               |        | (280,477)    | (286,664)    |
| Gross profit                                | -      | 15,533       | 18,782       |
| Distribution costs                          |        | (4,189)      | (4,166)      |
| Administrative expenses                     |        | (8,396)      | (8,835)      |
| Other operating income                      | 5      | 36           | 189          |
| Operating profit                            | 6      | 2,984        | 5,970        |
| Share of profit of joint venture            |        |              | (94)         |
| Total operating profit                      | -      | 2,984        | 5,876        |
| Income from shares in group undertakings    |        | 188          | (489)        |
| Interest receivable and similar income      | 10     | 5            | 2            |
| Interest payable and expenses               | 11     | (271)        | (424)        |
| Profit before taxation                      | -      | 2,906        | 4,965        |
| Tex on profit                               | 12     | 304          | (1,081)      |
| Profit for the financial year               |        | 3,210        | 3,884        |
| Other comprehensive income                  |        | (102)        | 231          |
| Total comprehensive income for the year     | -      | 3,108        | 4,115        |

There were no recognised gains and losses for 2017 or 2016 other than those included in the consolidated statement of comprehensive income.

# Westbridge Food Group Limited Registered number:06345373

# Consolidated Statement of Financial Position As at 31 December 2017

| <del></del>                                    | AS at 51 D | ecemper 201 | ·            | ~ <del></del> |              |
|--|------------|-------------|--------------|---------------|--------------|
|  | Note       |             | 2017<br>£000 |               | 2016<br>£000 |
| Fixed assets                                   |            |             | 2000         |               | 2000         |
| Intangible assets                              | 14         |             | 4,330        |               | 5,072        |
| Tangible assets                                | 15         |             | 660          |               | 622          |
| Investments                                    | 16         |             | 85           |               | 72           |
|  |            |             | 5,075        | _             | 5,766        |
| Current assets                                 |            |             |              |               | ·            |
| Stocks   | 17         | 24,226      |              | 26,769        |              |
| Debtors  | 18         | 48,655      |              | 57,475        |              |
| Cash at bank and in hand                       | 19         | 17,568      |              | 9,883         |              |
|  | -          | 90,449      | _            | 94,127        |              |
| Creditors: amounts falling due within one year | 20         | (58,315)    |              | (67,367)      |              |
| Net current assets                             | _          |             | 32,134       |               | 26,760       |
| Total assets less current liabilities          |            |             | 37,209       | _             | 32,526       |
| Net assets                                     |            | ,           | 37,209       |               | 32,526       |
| Capital and reserves                           |            |             |              | -             |              |
| Called up share capital                        | 23         |             | -            |               | •            |
| Share premium account                          | 24         |             | 1,575        |               | •            |
| Other reserves                                 | 24         |             | 327          |               | 429          |
| Profit and loss account                        | 24         |             | 35,307       |               | 32,097       |
|  |            | •           | 37,209       |               | 32,526       |
|  |            |             |              |               |              |

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

J Middleton Director

Date:

1 2 SEP 2018

# Westbridge Food Group Limited Registered number:06345373

#### **Company Statement of Financial Position** As at 31 December 2017 2017 2016 Note £000 £000 **Fixed assets** Investments 16 9,380 9,380 9,380 9,380 **Current assets** Debtors: amounts falling due within one year 18 4,491 4,951 4,491 4.951 Creditors: amounts falling due within one 20 (6,287)(8,460)year **Net current liabilities** (1,796)(3,509)Total assets less current liabilities 7,584 5,871 **Net assets** 7,584 5,871 Capital and reserves Share premium account 24 1,575 24 Profit and loss account 6,009 5,871 7,584 5,871

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

J Middleton Director

Date:

1 2 SEP 2018

# Consolidated Statement of Changes in Equity For the Year Ended 31 December 2017

|  |                                     | _                         |                                       |                         |
|--|-------------------------------------|---------------------------|---------------------------------------|-------------------------|
|  | Share<br>premium<br>account<br>£000 | Other<br>reserves<br>£000 | Profit and<br>loss<br>account<br>£000 | Total<br>equity<br>£000 |
| At 1 January 2016  | •                                   | 198                       | 33,213                                | 33,411                  |
| Comprehensive income for the year Profit for the year                    | -                                   |                           | 3,884                                 | 3,884                   |
| Other comprehensive income   | _                                   | 231                       |                                       | 231                     |
| Total comprehensive income for the year<br>Dividends: Equity capital     | •                                   | 231                       | 3,884<br>(5,000)                      | 4,115<br>(5,000)        |
| At 1 January 2017  | -                                   | 429                       | 32,097                                | 32,526                  |
| Comprehensive income for the year<br>Profit for the year                 | <u> </u>                            |                           | 3,210                                 | 3,210                   |
| Other comprehensive income   | -                                   | (102)                     | -                                     | (102)                   |
| Total comprehensive income for the year<br>Shares issued during the year | 1,575                               | (102)                     | 3,210                                 | 3,108<br>1,575          |
| At 31 December 2017  | 1,576                               | 327                       | 35,307                                | 37,209                  |
|  |                                     |                           |                                       |                         |

# Company Statement of Changes in Equity For the Year Ended 31 December 2017

|   | Share premium account | Profit and loss account | Total<br>equity |
|---|-----------------------|-------------------------|-----------------|
|   | £000                  | £000                    | £000            |
| At 1 January 2016                       | -                     | 11,315                  | 11,315          |
| Comprehensive income for the year       |                       |                         |                 |
| Loss for the year                       |                       | (444)                   | (444)           |
| Total comprehensive income for the year | •                     | (444)                   | (444)           |
| Dividends: Equity capital               | •                     | (5,000)                 | (5,000)         |
| At 1 January 2017                       | -                     | 5,871                   | 5,871           |
| Comprehensive income for the year       |                       |                         |                 |
| Profit for the year                     | -                     | 138                     | 138             |
| Total comprehensive income for the year | -                     | 138                     | 138             |
| Shares issued during the year           | 1,575                 | •                       | 1,575           |
| At 31 December 2017                     | 1,575                 | 6,009                   | 7,584           |

# Consolidated Statement of Cash Flows For the Year Ended 31 December 2017

| To the rear chief of Dece                          |              |              |
|--|--------------|--------------|
|  | 2017<br>£000 | 2016<br>£000 |
| Cash flows from operating activities               | 2000         | £000         |
| Profit for the financial year                      | 3,210        | 3.884        |
| Adjustments for:                                   | 3,210        | 3,004        |
| •  | T 4.5        | 700          |
| Amortisation of intangible assets                  | 742          | 728          |
| Depreciation of tangible assets                    | 185          | 338          |
| Loss on disposal of tangible assets                | 31           | 81           |
| Interest paid                                      | 271          | 424          |
| Interest received                                  | (5)          | (2)          |
| Taxation charge                                    | (304)        | 1,081        |
| Decrease/(increase) in stocks                      | 2,543        | (1,672)      |
| Decrease/(increase) in debtors                     | 8,817        | (22,698)     |
| (Decrease)/increase in creditors                   | (6,480)      | 30,078       |
| Net fair value losses recognised in P&L            | 683          | 55           |
| Share of operating (loss)/profit in joint ventures | (13)         | 94           |
| Corporation tax (paid)                             | (1,244)      | (2,043)      |
| Returns on Investments                             | (188)        | 489          |
| Net cash generated from operating activities       | 8,248        | 10,837       |
| Cash flows from investing activities               | <del></del>  |              |
| Purchase of intangible fixed assets                | -            | (144)        |
| Purchase of tangible fixed assets                  | (254)        | (383)        |
| Interest received                                  | 5            | 2            |
| Net cash from investing activities                 | (249)        | (525)        |
| Cash flows from financing activities               |              |              |
| Issue of ordinary shares                           | 1,575        | _            |
| Repayment of loans                                 | -            | (1,111)      |
| Dividends paid                                     | -            | (5,000)      |
| Interest paid                                      | (271)        | (424)        |
| Net cash used in financing activities              | 1,304        | (6,535)      |

# Consolidated Statement of Cash Flows (continued) For the Year Ended 31 December 2017 2017 2016 £000 £000 Net Increase in cash and cash equivalents 9,303 3,777 Cash and cash equivalents at beginning of year (6,731) (10,508)

2,572

(6,731)

Cash and cash equivalents at the end of year comprise:

Cash and cash equivalents at the end of year

| Cash at bank and in hand | 17,568   | 9,883    |
|--------------------------|----------|----------|
| Bank overdrafts          | (14,996) | (16,614) |
|                          | 2,572    | (6,731)  |

# Notes to the Financial Statements For the Year Ended 31 December 2017

#### General information

Westbridge Food Group Limited is a private limited company, limited by shares and incorporated in the United Kingdom. Its registered office is Polonia House Enigma Commercial Centre, Sandy's Road, Malvern, Worcestershire, WR14 1JJ.

#### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, except for certain financial instruments at fair value, and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires group management to exercise judgement in applying the company's accounting policies (see note 3).

The following principal accounting policies have been applied:

#### 2.2 Basis of consolidation

The consolidated financial statements present the results of the group and its own subsidiaries ("the group") as they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

Investments in subsidiaries are accounted for at cost less impairment in the individual financial statements.

#### 2.3 Investments in joint ventures

An entity is treated as a joint venture where the group is a party to a contractual agreement with one or more parties from outside the group to undertake an economic activity that is subject to joint control.

In the consolidated accounts, interests in joint ventures are accounted for using the equity method of accounting. Under this method an equity investment is initially recognised at the transaction price (including transaction costs) and is subsequently adjusted to reflect the investors share of the profit or loss, other comprehensive income and equity of the entity. The consolidated statement of comprehensive income includes the group's share of the operating results, interest, pre-tax results and attributable taxation of such undertakings applying accounting policies consistent with those of the group. In the consolidated statement of financial position, the interests in joint ventures are shown as the group's share of the identifiable net assets, including any unamortised premium paid on acquisition.

#### Notes to the Financial Statements For the Year Ended 31 December 2017

#### 2. Accounting policies (continued)

#### 2.4 Going concern

At 31 December 2017 the Group had net cash position of £2.6m (2016: net borrowings £6.7m). The directors of the Group have reviewed forecasts, prepared for 31 December 2018 based on prudent assumptions and the set repayment terms of the current banking facilities and have considered the trading period beyond the forecast period to cover at least 12 months beyond the date of approval of the financial statements. Based on this review, the directors consider that there is adequate headroom in the current facilities and hence the accounts have appropriately been prepared on a going concern basis.

#### 2.5 Revenue

Revenue includes sale of goods to customers and third party licence holders and is recognised to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

#### 2.6 Intangible assets

#### Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the group's share of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis to the income statement over its useful economic life.

#### Software

Software is initially recognised at cost. After recognition, under the cost model, software is measured at cost less any accumulated amortisation and any accumulated impairment losses.

#### 2.7 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

The group adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the group. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

# Notes to the Financial Statements For the Year Ended 31 December 2017

#### 2. Accounting policies (continued)

#### 2.7 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method. The estimated useful lives range as follows:.

Depreciation is provided on the following basis:

L/Term Leasehold Property - 6% straight line
Plant & machinery - 20% - 50% straight line
Motor vehicles - 33% straight line
Fixtures & fittings - 20% straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the consolidated statement of comprehensive income.

#### 2.8 Operating leases: Lessee

Rentals paid under operating leases are charged to the profit or loss on a straight line basis over the lease term.

#### 2.9 Impairment of fixed assets and goodwill

Assets that are subject to depreciation or amortisation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each reporting date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

#### 2,10 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

#### 2.11 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

#### Notes to the Financial Statements For the Year Ended 31 December 2017

#### Accounting policies (continued)

#### 2.12 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

#### 2.13 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the consolidated statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the company's cash management.

#### 2.14 Financial instruments

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, tike the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in profit and loss.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate, if a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the Group would receive for the asset if it were to be sold at the reporting date.

Derivative financial instruments are recognised at fair value using the valuation technique described in note 21 with any gains or losses being reported in profit or loss.

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

# Notes to the Financial Statements For the Year Ended 31 December 2017

#### Accounting policies (continued)

#### 2.15 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank toans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

#### 2.16 Foreign currency translation

#### Functional and presentation currency

The Company's functional and presentational currency is GBP.

#### Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencles are recognised in the income statement.

On consolidation, the results of overseas operations are translated into sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

#### 2.17 Finance costs

Finance costs are charged to the income statement over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument,

#### 2.18 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when pald. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

#### Notes to the Financial Statements For the Year Ended 31 December 2017

#### 2. Accounting policies (continued)

#### 2.19 Pensions

#### Defined contribution plan

The group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the group pays fixed contributions into a separate entity. Once the contributions have been paid the group has no further payments obligations.

The contributions are recognised as an expense in the income statement when they fall due. Amounts not paid are shown in accruals as a liability in the statement of financial position. The assets of the plan are held separately from the group in independently administered funds.

#### 2.20 Interest income

Interest income is recognised in the income statement using the effective interest method.

#### 2.21 Provisions for llabilities

Provisions are made where an event has taken place that gives the group a legal or constructive obligation that probably requires settlement by transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the income statement in the year that the group becomes aware of the obligation, and are measured at the best estimate at the statement of financial position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the statement of financial position.

#### Notes to the Financial Statements For the Year Ended 31 December 2017

Accounting policies (continued)

#### 2.22 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the income statement, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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 and the group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

#### 2.23 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the group but are presented separately due to their size or incidence.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

Preparation of the financial statements requires management to make significant judgements and estimates. The items in the financial statements where these judgements and estimates have been made include:

Provision for bad debt and doubtful debts - a specific provision is made for debtors significantly in arrears and a general provision is made against other amounts outstanding.

4. Turnover

The whole of the turnover is principally attributable to the trade of poultry.

Other operating income

| 2016<br>£000 | 2017<br>£000 |
|--------------|--------------|
| 189          | 36           |
|              |              |

Other operating income

| 6. | Operating profit  |              |              |
|----|---|--------------|--------------|
|    | The operating profit is stated after charging:  |              |              |
|    |   | 2017<br>£000 |              |
|    | Depreciation of tangible fixed assets   | 185          | 338          |
|    | Amortisation of intangible assets, including goodwill   | 742          | 728          |
|    | Exchange differences  | 1,051        | 1,101        |
|    | Defined contribution pension cost   | 308          | 292          |
|    | Operating lease rentals: - hire of plant and machinery  | 101          | 98           |
|    | - other operating leases  | 123          | 170          |
| 7. | Auditor's remuneration  |              |              |
|    |   | 2017<br>£000 | 2016<br>£000 |
|    | Fees payable to the Group's auditor and its associates for the audit of the Group's annual financial statements | 60           | 62           |
|    | Fees payable to the Group's auditor and its associates in respect of:   |              |              |
|    | Taxation compliance services  | 12           | 19           |
|    | Taxation advisory services  | 13           | -            |
|    | Corporate finance services  |              | 317          |
|    |   | 25           | 336          |
|    |   |              |              |

#### Notes to the Financial Statements For the Year Ended 31 December 2017

#### Employees

Staff costs, including directors' remuneration, were as follows:

|                                     | Group<br>2017<br>£000 | Group<br>2016<br>£000 |
|-------------------------------------|-----------------------|-----------------------|
| Wages and salaries                  | 4,117                 | 5,640                 |
| Social security costs               | 656                   | 571                   |
| Cost of defined contribution scheme | 308                   | 292                   |
|                                     | 5,081                 | 6,503                 |
|                                     |                       |                       |

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

|                                | 2017<br><b>No.</b> | 2016<br><b>No</b> . |
|--------------------------------|--------------------|---------------------|
| Number of production staff     | 72                 | 63                  |
| Number of distribution staff   | 18                 | 16                  |
| Number of administrative staff | 57                 | 56                  |
| Number of management staff     | 9                  | 18                  |
|                                | 156                | 153                 |
|                                |                    |                     |

#### 9. Directors' remuneration

|   | 2017<br>£000 | 2016<br>£000 |
|---|--------------|--------------|
| Directors' emoluments   | 1,642        | 1,437        |
| Company contributions to defined contribution pension schemes | 26           | 61           |
|   |              | <del></del>  |

During the year retirement benefits were accruing to 5 directors (2016 - 5) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £1,195 thousand (2016 - £462 thousand).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to NIL (2016 - £NIL).

| 10. | Interest receivable                              |              |              |
|-----|--|--------------|--------------|
|     |  | 2017<br>£000 | 2016<br>£000 |
|     | Other interest receivable                        | 5            | 2            |
|     |  | 5            | 2            |
|     |  |              |              |
| 11. | Interest payable and similar charges             |              |              |
|     |  | 2017         | 2016         |
|     |  | 0003         | £000         |
|     | Bank interest payable                            | 271          | 424          |
|     |  | 271          | 424          |
| 12. | Taxation   |              |              |
|     |  | 2017         | 2016         |
|     |  | £000         | £000         |
|     | Corporation tax                                  |              |              |
|     | Current tax on profits for the year              | -            | 847          |
|     | Adjustments in respect of previous periods       | (154)        | (84)         |
|     |  | (154)        | 763          |
|     | Foreign tax                                      |              |              |
|     | Foreign tax on income for the year               | 274          | 291          |
|     |  | 274          | 291          |
|     | Total current tax                                | 120          | 1,054        |
|     | Deferred tax                                     |              |              |
|     | Origination and reversal of timing differences   | (424)        | 27           |
|     | Total deferred tax                               | (424)        | 27           |
|     | Taxation on (loss)/profit on ordinary activities | (304)        | 1,081        |

#### Notes to the Financial Statements For the Year Ended 31 December 2017

## 12. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2016 - higher than) the standard rate of corporation tax in the UK of 19.25% (2016 - 20%). The differences are explained below:

|     |   | 2017<br>£000 | 2016<br>£000 |
|-----|---|--------------|--------------|
|     | Profit on ordinary activities before tax  | 2,906        | 4,965        |
|     | Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.25% (2016 - 20%) | 559          | 993          |
|     | Effects of:   |              |              |
|     | Expenses not deductible for tax purposes  | 115          | <i>5</i> 70  |
|     | Capital allowances for year in excess of depreciation   | 3            | 10           |
|     | Utilisation of tax losses - carried back  | 320          | -            |
|     | Other permanent differences   | (1,275)      | -            |
|     | Adjustments to tax charge in respect of prior periods   | (154)        | (94)         |
|     | Adjustment to deferred tax in respect of prior periods  | 16           | -            |
|     | Short term timing difference leading to an increase (decrease) in taxation                                    | -            | (50)         |
|     | Differences between actual and standard tax rate  | 60           | -            |
|     | Non-taxable income  | -            | (343)        |
|     | Group relief  | •            | (5)          |
|     | Other consolidation adjustment  | (37)         | -            |
|     | Goodwill  | 89           | -            |
|     | Total tax charge for the year   | (304)        | 1,081        |
| 13. | Dividends   |              |              |
|     |   | 2017<br>£000 | 2016<br>£000 |
|     | Dividends   | -            | 5,000        |
|     |   |              |              |

## Notes to the Financial Statements For the Year Ended 31 December 2017

# 14. Intangible assets

# **Group and Company**

|                     | Goodwill<br>£000 | Software<br>£000 | Total<br>£000 |
|---------------------|------------------|------------------|---------------|
| Cost                |                  |                  |               |
| At 1 January 2017   | 8,963            | 318              | 9,281         |
| At 31 December 2017 | 8,963            | 318              | 9,281         |
| Amortisation        |                  |                  |               |
| At 1 January 2017   | 4,173            | 36               | 4,209         |
| Charge for the year | 678              | 64               | 742           |
| At 31 December 2017 | 4,851            | 100              | 4,951         |
| Net book value      |                  |                  |               |
| At 31 December 2017 | 4,112            | 218              | 4,330         |
| At 31 December 2016 | 4,790            | 282              | 5,072         |

# Notes to the Financial Statements For the Year Ended 31 December 2017

# 15. Tangible fixed assets

## Group

| L/Term<br>Leasehold<br>Property<br>£000 | Plant &<br>machinery<br>£000  | Motor<br>vehicles<br>£000  | Fixtures &<br>fittings<br>£000   | Total<br>£000  |
|---|---|--|--|--|
|   |   |  |  |  |
| 267                                     | 2,016   | 110  | 892  | 3,285  |
| 19                                      | 214   | 6  | 15   | 254  |
| -                                       | (38)  | (47)   | (32)   | (115)  |
| 286                                     | 2,194   | 69   | 875  | 3,424  |
|   |   |  |  |  |
| 144                                     | 1,780   | 16   | 723  | 2,663  |
| 17                                      | 142   | 15   | 11   | 185  |
| -                                       | (29)  | (23)   | (32)   | (84)   |
| 161                                     | 1,893   | 8  | 702  | 2,764  |
|   |   |  |  |  |
| 125                                     | 301   | 61   | 173  | 660  |
| 123                                     | 236   | 94   | 169  | 622  |
|   | Leasehold<br>Property<br>£000<br>267<br>19<br>-<br>286<br>144<br>17<br>-<br>161 | Leasehold Plant & machinery £000  267 2,016 19 214 - (38) 286 2,194  144 1,780 17 142 - (29) 161 1,893 | Leasehold Plant & Property £000         Plant & Motor vehicles £000           267         2,016         110           19         214         6           -         (36)         (47)           286         2,194         69           144         1,780         16           17         142         15           -         (29)         (23)           161         1,893         8 | Leasehold Property £000         Plant & Motor Fixtures & fittings £000         Fixtures & fittings £000           267         2,016         110         892           19         214         6         15           -         (36)         (47)         (32)           286         2,194         69         875           144         1,780         16         723           17         142         15         11           -         (29)         (23)         (32)           161         1,893         8         702 |

#### Notes to the Financial Statements For the Year Ended 31 December 2017

#### 16. Fixed asset investments

## Group

|                        | Investment |
|------------------------|------------|
|                        | in joint   |
|                        | ventures   |
|                        | 0003       |
| Cost or valuation      |            |
| At 1 January 2017      | 72         |
| Share of profit/(loss) | 145        |
| Dividends received     | (132)      |
| At 31 December 2017    | 85         |
| Net book value         |            |
| At 31 December 2017    | 86         |
| At 31 December 2016    | 72         |
|                        |            |

## Subsidiary undertakings

The following were subsidiary undertakings of the Company:

| Name                                   | Class of shares | Holding | Country of<br>incorporation |
|--|-----------------|---------|-----------------------------|
| Westbridge Foods Limited               | Ordinary        | 100 %   | UK                          |
| Westbridge Food (Haydock) Limited      | Ordinary        | 100 %   | UK                          |
| Wignall Holdings Limited               | Ordinary        | 100 %   | UK                          |
| Westbridge Foods (Thailand) Limited    | Ordinary        | 100 %   | Thailand                    |
| Westbridge (Qingdao)Trading Co Limited | Ordinary        | 100 %   | China                       |
| Westbridge Foods (France) SARL         | Ordinary        | 100 %   | France                      |
| Food Trac Limited                      | Ordinary        | 100 %   | UK                          |

All subsidiaries, including the principal subsidiaries above, are included in the consolidation.

# Notes to the Financial Statements For the Year Ended 31 December 2017

| 16. | Fixed | asset | investments | (continued) | ř |
|-----|-------|-------|-------------|-------------|---|
|-----|-------|-------|-------------|-------------|---|

# Company

17.

|                                     |                       | Investment<br>s in<br>subsidiary<br>companies<br>£000 | Investment<br>in joint<br>ventures<br>£000 | Total<br>£000           |
|-------------------------------------|-----------------------|---|--|-------------------------|
| Cost or valuation                   |                       |   |  |                         |
| At 1 January 2017                   |                       | 9,325   | 55   | 9,380                   |
| At 31 December 2017                 |                       | 9,325   | 55   | 9,380                   |
| Net book value                      |                       |   |  |                         |
| At 31 December 2017                 |                       | 9,325   | 55   | 9,380                   |
| At 31 December 2016                 |                       | 9,325   | 55   | 9,380                   |
| Stocks                              |                       |   |  |                         |
|                                     | Group<br>2017<br>£000 | Group<br>2016<br>£000                                 | Company<br>2017<br>£000                    | Company<br>2016<br>£000 |
| Raw materials and consumables       | 1,322                 | 2,733   | -  | •                       |
| Finished goods and goods for resale | 22,904                | 24,036  |  | -                       |

24,226

26,769

| 18. | Debtors  |                       |                       |                         |                         |
|-----|--|-----------------------|-----------------------|-------------------------|-------------------------|
|     |  | Group<br>2017<br>£000 | Group<br>2016<br>£000 | Company<br>2017<br>£000 | Company<br>2016<br>£000 |
|     | Trade debtors                                  | 43,691                | 53,476                | -                       | -                       |
|     | Amounts owed by group undertakings             |                       |                       | 4,423                   | 4,886                   |
|     | Other debtors                                  | 2,297                 | 1,517                 | 68                      | 65                      |
|     | Prepayments and accrued income                 | 1,606                 | 1,486                 | -                       | -                       |
|     | Tax recoverable                                | 610                   | -                     | -                       | -                       |
|     | Deferred taxation                              | 451                   | 27                    | ~                       | -                       |
|     | Financial instruments                          | -                     | 969                   | •                       | -                       |
|     |  | 48,655                | 57,475                | 4,491                   | 4,951                   |
| 19. | Cash and cash equivalents                      |                       |                       |                         |                         |
|     |  | Group                 | Group                 | Company                 | Company                 |
|     |  | 2017                  | 2016                  | 2017                    | 2016                    |
|     |  | €000                  | 0003                  | £000                    | 000£                    |
|     | Cash at bank and in hand                       | 17,568                | 9,883                 | -                       | -                       |
|     | Less: bank overdrafts                          | (14,996)              | (16,614)              | (4,883)                 | (7,057)                 |
|     |  | 2,572                 | (6,731)               | (4,883)                 | (7,057)                 |
| 20. | Creditors: Amounts falling due within one year |                       |                       |                         |                         |
|     |  | Group                 | Group                 | Company                 | Company                 |
|     |  | 2017                  | 2016                  | 2017                    | 2016                    |
|     |  | £000                  | £000                  | £000                    | £000                    |
|     | Bank overdrafts                                | 14,996                | 16,614                | 4,883                   | 7,057                   |
|     | Trade creditors                                | 20,434                | 18,920                |                         |                         |
|     | Amounts owed to group undertakings             | -                     |                       | 1,400                   | 1,400                   |
|     | Corporation tax                                | -                     | 951                   |                         | •                       |
|     | Taxation and social security                   | 183                   | 173                   | 4                       | •                       |
|     | Other creditors  Accruals and deferred income  | 883                   | 788                   | 4                       | 3                       |
|     | Financial instruments                          | 21,533<br>286         | 29,921                |                         | ~                       |
|     | r manda instruments                            |                       |                       |                         |                         |
|     |  | 58,315                | 67,367                | 6,287                   | 8,460                   |
|     |  |                       |                       |                         |                         |

#### Notes to the Financial Statements For the Year Ended 31 December 2017

| , Fina      | ncial instruments   |                       |                       |                         |                         |
|-------------|---|-----------------------|-----------------------|-------------------------|-------------------------|
|             |   | Group<br>2017<br>£000 | Group<br>2016<br>£000 | Company<br>2017<br>£000 | Company<br>2016<br>£000 |
| Fina        | ncial assets  |                       |                       |                         |                         |
|             | ancial assets measured at fair value rough profit or loss       | -                     | 969                   | _                       | -                       |
| Fina        | incial assets measured at amortised cost                        | 63,556                | 64,876                | 4,491                   | 4,951                   |
|             | -<br>a  | 63,556                | 65,845                | 4,491                   | 4,951                   |
| Finar       | ncial liabilities   |                       |                       |                         |                         |
|             | ncial liabilities measured at fair value<br>ough profit or loss | (286)                 | -                     | -                       | -                       |
| Fina<br>co: | ncial liabilities measured at amortised<br>st                   | (57,846)              | (66,243)              | (6,287)                 | (8,460)                 |
|             | <del>-</del>  | (58,132)              | (66,243)              | (6,287)                 | (8,460)                 |

Financial assets measured at amortised cost comprise cash balances, loans receivable and trade and other debtors.

Financial liabilities measured at amortised cost comprise loans and overdrafts and trade and other payables.

Financial liabilities measured at fair value through profit or loss comprise derivative forward foreign exchange contracts.

## Valuation method

21.

All derivative financial instruments are measured using the "mark to market" value of the financial instruments at the reporting date. This technique calculates the present value of the future cash flows relating to the instrument based on the foreign exchange rates and interest rates prevailing at the reporting date.

#### Notes to the Financial Statements For the Year Ended 31 December 2017

| 22. | Deferred taxation  |                       |                       |
|-----|--|-----------------------|-----------------------|
|     | Group  |                       |                       |
|     |  |                       | 2017                  |
|     |  |                       | £000                  |
|     | At beginning of year   |                       | 27                    |
|     | Charged to profit or loss  |                       | 424                   |
|     | At end of year   | ==                    | 451                   |
|     | At end of year   |                       |                       |
|     |  | Group<br>2017<br>£000 | Group<br>2016<br>£000 |
|     | Accelerated capital allowances   | (22)                  | £000<br>(6)           |
|     | Tax losses carried forward   | 418                   | 182                   |
|     | Other short term timing difference   | 55                    | (149)                 |
|     |  | 451                   | 27                    |
| 23. | Share capital  |                       |                       |
|     |  | 2017<br>£000          | 2016<br>£000          |
|     | Shares classified as equity  |                       |                       |
|     | Allotted, called up and fully paid   |                       |                       |
|     | 480 (2016: 345) Ordinary shares of £0.10 each<br>405 Ordinary A Class shares of £0.01 each     | -                     | -                     |
|     | 405 Ordinary C Class shares of £0.08 each  | •                     | -                     |
|     | 405 Ordinary D Class shares of £0.01 each 44 (2016 - 44) Ordinary E Class shares of £0.01 each | <del>.</del>          | -                     |
|     | 2 (2016 - 2) Ordinary Redeemable shares of £0.01 each  |                       | -                     |
|     | •  |                       |                       |
|     |  | •                     | •                     |
|     | ·  |                       |                       |

A, C, D and E shares have different voting rights and only limited rights with regards to the repayment of capital or receipt of dividends. They have no redemption rights.

# Notes to the Financial Statements For the Year Ended 31 December 2017

#### 24. Reserves

#### Other reserves

The other reserves consist of merger reserves as well as translation differences on investments in foreign subsidiaries.

#### Profit & loss account

Includes all current and prior period retained profits and losses.

#### 25. Contingent liabilities

Westbridge Food Group Limited and the other companies in the group headed by Westbridge Food Group Limited have given cross guarantees to HSBC Bank PLC in respect of the bank overdrafts. As at 31 December 2017 the bank overdrafts under this guarantee amounted to £15 million (2016 - £16.6 million).

#### 26. Pension commitments

The group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund.

Pension contributions due at the year end were £22 thousand (2015 - £32 thousand).

#### 27. Commitments under operating leases

At 31 December 2017 the Group and the Company had future minimum lease payments under non-cancellable operating leases as follows:

|  | 2017<br>£000 | 2016<br>£000 |
|--|--------------|--------------|
| Not later than 1 year                        | 201          | 259          |
| Later than 1 year and not later than 5 years | 249          | 519          |
| •  | 450          | 778          |

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# Notes to the Financial Statements For the Year Ended 31 December 2017

#### 28. Related party transactions

The group has taken the exemption permitted by FRS 102 33.1A not to disclose any related party transactions with any companies in the group on the basis that they are a wholly owned group and the consolidated accounts are publicly available.

During the period the group paid rent to DJP Investments LLP amounting to £95 thousand (2016 - £94 thousand). As at 31 December 2017 £Nil (2016 - £Nil) was owed to DJP Investments LLP. DJP Investments LLP was wholly owned by John McNeil and Peter McNeil. John McNeil and Peter McNeil were shareholders in Westbridge Food Group Limited up and until 2 April 2017 when their shares were sold to CPF Investment Limited.

Westbridge Foods Europe B.V., a joint venture of Westbridge Food Group Limited, owed £1 thousand (2016 - £28 thousand) of trading balances and £38 thousand (2016 - £38 thousand) of loan balances to a subsidiary, Westbridge Foods Limited.

#### 29. Post balance sheet events

On 22nd March 2018, a subsidiary of Westbridge Food Group Limited, Westbridge Foods (Haydock) Limited's production premises were subject to a significant fire and manufacturing production has subsequently ceased. The Directors are currently assessing the future production plans. However as an interim measure in order to ensure continuity of supply to our existing customers, we have outsourced manufacturing production. Overall the Group has adequate comprehensive insurance cover in place to mitigate the financial impact of this situation.

#### 30. Controlling party

At 31 December 2017, the directors consider Charoen Pokphand Public Company Limited to be the ultimate parent company.

#### 31. Subsidiary company audit exemption

For the year ending 31 December 2017 certain subsidiaries of Westbridge Food Group Limited were entitled to exemption from audit under Section 479A of the Companies Act 2006 relating to subsidiary companies. Westbridge Food Group Limited has provided a guarantee to these subsidiaries in accordance with that section.

The companies covered by the guarantee and taking the exemption from audit are:

Company (Licence Numbers for each company are registered at Companies House)

| AB AND IN THE           | 00070000 |
|-------------------------|----------|
| AB Chicken Ltd          | 06378922 |
| Abbeycroft Poultry Ltd  | 06582386 |
| Action Poultry Ltd      | 07188239 |
| AF Chicken Ltd          | 06378107 |
| Ancona Poultry Ltd      | 07467663 |
| Andalusian Poultry Ltd  | 07467761 |
| Appenzeller Poultry Ltd | 07467750 |
| Araucana Poultry Ltd    | 07467737 |
| Arun Foods Ltd          | 07484940 |
| Ashop Poultry Ltd       | 07484910 |
| Avon Poultry Ltd        | 07484887 |
|                         |          |

| Bantams Poultry Ltd       | 06582315             |
|---------------------------|----------------------|
| Barbu Poultry Ltd         | 07467726             |
| Barnevelder Poultry Ltd   | 07467808             |
| Beacon Poultry Ltd        | 06904517             |
| Belmont Poultry Ltd       | 07188014             |
| Brahma Poultry Ltd        | 06582569             |
| Bransford Poultry Ltd     | 06734575             |
| Breinton Poultry Ltd      | 07188017             |
| Brookfield Poultry Ltd    | 07056456             |
| Buff Rock Poultry Ltd     | 07467818             |
| Caldew Poultry Ltd        | 07485220             |
| Chancel Poultry Ltd       | 06581940             |
| Chase End Poultry Ltd     | 06904507             |
| Chick-A-Dee Foods Ltd     | 06582450             |
| Chunky Chicken Ltd        | 04706129             |
| Church Street Poultry Ltd | 05276205             |
| Croad Langshan Foods Ltd  | 07467796             |
| Defford Poultry Ltd       | 06734556             |
| Derwent Poultry Ltd       | 07484986             |
| Dochart Poultry Ltd       | 07485739             |
| Dorking Poultry Ltd       | 07468067             |
| Dulas Poultry Ltd         | 07188167             |
| DW Chicken Ltd            | 06366757             |
| Easy Cookin' Ltd          | 03855460             |
| Eddleston Poultry Ltd     | 07484939             |
| Eden Poultry Ltd          | 07485055             |
| Fabrica Poultry Ltd       | 07484808             |
| Faverolls Foods Ltd       | 07484439             |
| Fayoumi Poultry Ltd       | 07484281             |
| Fields International Ltd  | 03925460             |
| Fleche Poultry Ltd        | 0748455 <del>9</del> |
| Fleet Poultry Ltd         | 07485783             |
| Food Trac Limited         | 04947328             |
| Fomentum Poultry Ltd      | 07484859             |
| Fownhope Poultry Ltd      | 07056458             |
| Frome Foods Ltd           | 07484917             |
| Gallina Poultry Ltd       | 07484900             |
| Gaur Poultry Ltd          | 07485805             |
| Goodness Me Ltd           | 03779778             |
| Gorsty Poultry Ltd        | 07188249             |
| Gover Poultry Ltd         | 07484977             |
| Great Malvern Poultry Ltd | 05941464             |
| Hamburg Poultry Ltd       | 07484440             |
| Harbourne Poultry Ltd     | 07484980             |
| Holms Poultry Ltd         | 07485239             |
| Ixworth Foods Ltd         | 07484443             |
| JPS Foods Ltd             | 06582393             |
| Kralenkoppe Poultry Ltd   | 07484553             |
| Little Birch Poultry Ltd  | 07188065             |
| Little Malvern Foods Ltd  | 05941270             |
| Malvern Chickens Ltd      | 06581946             |
| Malvern Poultry Ltd       | 05276197             |
| Maran Poultry Ltd         | 07484546             |
| Meavy Poultry Ltd         | 07484982             |
| MM Chicken Ltd            | 06362592             |
|                           |                      |

| Norfolk Grey Poultry Ltd           | 07484541 |
|------------------------------------|----------|
| North Hill Chicken Ltd             | 06904496 |
| Nutrimens Foods Ltd                | 07484836 |
| Old English Poultry Ltd            | 07484327 |
| Orpington Foods Ltd                | 07485216 |
| Pekin Foods Ltd                    | 07484582 |
| Pinnacle Poultry Ltd               | 07056374 |
| Plas Gwyn Poultry Ltd              | 07484966 |
| Plymouth Rock Poultry Ltd          | 07484575 |
| Potterton Poultry Ltd              | 07485757 |
| Redcap Poultry Ltd                 | 07467872 |
| Rhode Island Red Poultry Ltd       | 07484623 |
| Roe Beck Poultry Ltd               | 07485332 |
| Rosecombe Foods Ltd                | 07485755 |
| S & P Meats Ltd                    | 04198962 |
| Shipley Poultry Ltd                | 07485013 |
| Shires Poultry Ltd                 | 05941271 |
| Sicilian Buttercup Poultry Ltd     | 07484735 |
| Silkie Poultry Ltd                 | 07484758 |
| Spring Poultry Ltd                 | 07044637 |
| Staunton Poultry Ltd               | 07188159 |
| Stratton Poultry Ltd               | 07484883 |
| Summer Hill Poultry Ltd            | 06904337 |
| Sussex Poultry Ltd                 | 07484762 |
| Swindale Poultry Ltd               | 07485729 |
| Swinyard Poultry Ltd               | 07044373 |
| Tarff Poultry Limited              | 07485723 |
| Tarrington Poultry Ltd             | 07187970 |
| Tocketts Poultry Ltd               | 07486010 |
| Upton Poultry Ltd                  | 06393584 |
| Verydene Ltd                       | 04706130 |
| Vorwerk Poultry Ltd                | 07484786 |
| Welland Poultry Ltd                | 06734518 |
| Welsummer Poultry Ltd              | 07484805 |
| Westbridge Foods Limited           | 03443712 |
| Westbridge Foods (Haydock) Limited | 04289793 |
| Westbridge International Ltd       | 03653902 |
| Wignall Chicken Ltd                | 05867321 |
| Wignall Holdings Limited           | 04975428 |
| Wignall Products Ltd               | 05867482 |
| Wyandotte Poultry Ltd              | 07484784 |
| Wye Poultry Ltd                    | 07056446 |
| Yokohama Poultry Ltd               | 07484831 |
| Abridge Altilis Ltd                | 06012009 |
| Chafford Meats Ltd                 | 07377979 |
| Hornchurch Ltd                     | 05180290 |
| Kent Meats Ltd                     | 07378002 |
| Piccadilly Meats Ltd               | 05180233 |
| Shenfield Meats Ltd                | 05483058 |
| Southend Meats Ltd                 | 07377987 |
| Southwold Meats Ltd                | 07377975 |
| Upminster Meats Ltd                | 05483060 |
|                                    |          |

| Wickford Meats Ltd   | 05180239 |
|----------------------|----------|
| Woodbridge Meats Ltd | 07377976 |
| Woodside Meats Ltd   | 07378001 |
| Prosper 50 B.V.      | 34359998 |
| Prosper 52 B.V.      | 50802828 |
| Prosper 60 B.V.      | 34360004 |
| Prosper 62 B.V.      | 50809067 |
| Prosper 72 B.V.      | 50808907 |
| Prosper 82 B.V.      | 50808796 |
| Prosper 91 B.V.      | 34390553 |