

**Kings Hill Residential Estate
Management Company Limited**

Report and Financial Statements

Year Ended

31 December 2017

Company Number 03540322

Kings Hill Residential Estate Management Company Limited

Report and financial statements
for the year ended 31 December 2017

Contents

Page:

1	Report of the directors
3	Independent auditor's report
6	Income and expenditure account
7	Statement of changes in equity
8	Balance sheet
9	Notes forming part of the financial statements

Directors

A J Blevins
E S Roche
J J West
D A Petty
J Harrison
E J Smith

Registered office

The Control Tower, 29 Liberty Square, Kings Hill, West Malling, Kent, ME19 4RG

Company number

03540322

Auditors

BDO LLP, 2 City Place, Beehive Ring Road, Gatwick, West Sussex, RH6 0PA

Kings Hill Residential Estate Management Company Limited

Report of the directors for the year ended 31 December 2017

The directors present their report together with the audited financial statements for the year ended 31 December 2017.

Results and dividends

The surplus for the year is set out in the income and expenditure account on page 5. The Articles of Association preclude the payment of dividends to members. The memorandum of association of the company requires management fees collected from tenants (members) to be applied for the management and maintenance of the estate, consequently the company is precluded from paying dividends to its members.

Principal activity and review of the business

The company was incorporated to manage and maintain the common parts of the residential estate at Kings Hill, West Malling on a non-profit making basis. The company has continued this activity during the year.

The position of the company at the year end is shown in the balance sheet on page 6.

Future developments

The second phase of residential development is now nearly complete and we have obtained planning permission to convert 43 acres of commercial land to residential which will create 635 new homes and be called Phase 3. The company will continue to carry out estate management activities.

Directors

The directors who served during the year, together with those appointed since are:

E S Roche
A J Blevins
J J West
D A Petty
J Harrison – appointed 4th September 2017
E J Smith – appointed 15th September 2017

Kings Hill Residential Estate Management Company Limited

Report of the directors for the year ended 31 December 2017 (*continued*)

Statement of directors' responsibilities

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable 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.

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

The auditors, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

In preparing this directors' report advantage has been taken of the small companies' exemption.

On behalf of the Board



E S Roche
Director

26 July 2018

Kings Hill Residential Estate Management Company Limited

Independent auditor's report

TO THE SHAREHOLDERS OF KINGS HILL RESIDENTIAL ESTATE MANAGEMENT COMPANY LIMITED

Opinion

We have audited the financial statements of Kings Hill Residential Estate Management Limited ("the Company") for the year ended 31 December 2017 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 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 annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

Kings Hill Residential Estate Management Company Limited

Independent auditor's report (continued)

Opinions 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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of Directors

As explained more fully in the directors' report, 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 determines 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.

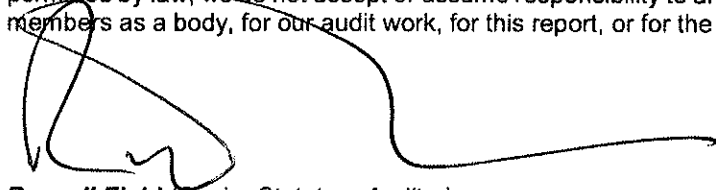
A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Kings Hill Residential Estate Management Company Limited

Independent auditor's report (continued)

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.



Russell Field (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
Gatwick
United Kingdom

26 July 2018

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

Kings Hill Residential Estate Management Company Limited

Income and Expenditure Account for the year ended 31 December 2017

	Note	2017 £	2016 £
Turnover	3	562,294	558,016
Cost of sales		(393,850)	(359,424)
		<hr/>	<hr/>
Gross surplus		168,444	198,592
Administrative expenses		(135,444)	(139,282)
Other operating income		31,887	40,918
		<hr/>	<hr/>
Operating surplus	4	64,887	100,228
Interest receivable		2,405	5,175
		<hr/>	<hr/>
Surplus on ordinary activities before taxation		67,292	105,403
Taxation on surplus on ordinary activities	6	(815)	(1,035)
		<hr/>	<hr/>
Surplus for the year		66,477	104,368
		<hr/>	<hr/>
Total comprehensive income for the year		66,477	104,368
		<hr/>	<hr/>

All amounts relate to continuing activities. There were no gains or losses other than those recognised above.

The notes on pages 9 to 13 form part of these financial statements.

Kings Hill Residential Estate Management Company Limited

Statement of changes in equity for the year ended 31 December 2017 and 31 December 2016

	Share capital £	Estate expenditure reserve £	Income and expenditure account £	Total equity £
1 January 2017	1,881	1,017,195	-	1,019,076
Comprehensive income for the year				
Surplus of the year	-	-	66,477	66,477
Total comprehensive income for the year	-	-	66,477	1,085,553
Contributions by and distributions to owners				
Issue of shares	30	-	-	30
Transfer to Estate expenditure reserve	-	66,477	(66,477)	-
Total contributions by and distributions to owners	30	66,477	(66,477)	30
31 December 2017	1,911	1,083,672	-	1,085,583
	Share capital £	Estate expenditure reserve £	Income and expenditure account £	Total equity £
1 January 2016	1,816	912,827	-	914,643
Comprehensive income for the year				
Surplus of the year	-	-	104,368	104,368
Total comprehensive income for the year	-	-	104,368	1,019,011
Contributions by and distributions to owners				
Issue of shares	65	-	-	65
Transfer to Estate expenditure reserve	-	104,368	(104,368)	-
Total contributions by and distributions to owners	65	104,368	(104,368)	65
31 December 2016	1,881	1,017,195	-	1,019,076

The notes on pages 9 to 13 form part of these financial statements.

Kings Hill Residential Estate Management Company Limited

Balance sheet at 31 December 2017

<i>Company number 03540322</i>	Note	2017 £	2016 £
Current assets			
Debtors	7	84,548	92,082
Cash at bank and in hand	8	1,194,762	1,219,254
		<u>1,279,310</u>	<u>1,311,336</u>
Creditors: amounts falling due within one year	9	(193,727)	(292,260)
		<u>1,085,583</u>	<u>1,019,076</u>
Net current assets			
		<u>1,085,583</u>	<u>1,019,076</u>
Total assets less current liabilities		<u>1,085,583</u>	<u>1,019,076</u>
Capital and reserves			
Called up share capital	11	1,911	1,881
Income and expenditure account		-	-
Estate expenditure reserve		1,083,672	1,017,195
		<u>1,085,583</u>	<u>1,019,076</u>
Total reserves		<u>1,085,583</u>	<u>1,019,076</u>

The financial statements were approved by the Board of Directors and authorised for issue on 26 July 2018



E S Roche
Director

The notes on pages 9 to 13 form part of these financial statements.

Kings Hill Residential Estate Management Company Limited

Notes forming part of the financial statements for the year ended 31 December 2017

1 Accounting policies

Company information

Kings Hill Residential Estate Management Company Limited is a company incorporated in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the company's operations and principal activities are set out in the directors' report.

Basis of accounting

The financial statements have been prepared under the historical cost convention 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 directors have prepared an income and expenditure account rather than a statement of comprehensive income as they feel that this better reflects the non-profit making objectives of the company.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 2).

Financial reporting standard 102 - reduced disclosure exemptions

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

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirement of Section 4 Statement of Financial Position - Reconciliation of the opening and closing number of shares; and
- the requirements of Section 33 Related Party Disclosures - Compensation for key management personnel.

This information is included in the consolidated financial statements of Liberty Property Trust as at 31 December 2017 and these financial statements may be obtained from 500 Chesterfield Parkway, Malvern, Pennsylvania 19355, United States of America.

Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or 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 country where the company operates and generate taxable income.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except:

- 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. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Kings Hill Residential Estate Management Company Limited

Notes forming part of the financial statements
for the year ended 31 December 2017 (*continued*)

1 Accounting policies (*continued*)

Financial assets

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

Financial liabilities and equity

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

Management fees

Residents are invoiced a management fee each year as agreed in a Deed of Covenant signed with the Company at the time of purchase of their property. Fees are recognised based upon invoiced amounts.

In order to accurately reflect the purpose of the company and the restrictions on the surplus, any income in excess of that required for maintaining the residential estate is transferred to the estate expenditure reserve.

Interest

Interest is charged or credited to the income and expenditure account as it arises.

Other operating income

This amounts to one-off administration fees that are levied against individual residents when particular transactions occur.

2 Judgements in applying accounting policies and key sources of estimation uncertainty

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

Management income and costs - These fees are set on an annual basis by management and charged equally to the residents. There is therefore no guarantee that the amount invoiced will cover the costs incurred in any one year. Any surplus/deficit generated in the year is transferred to the estate expenditure reserve to be utilised in future periods.

3 Turnover

Turnover is attributable to one continuing activity, the provision of residential estate management and maintenance services at Kings Hill, in the UK.

Kings Hill Residential Estate Management Company Limited

Notes forming part of the financial statements
for the year ended 31 December 2017 (continued)

4 Operating surplus	2017 £	2016 £
This has been arrived at after charging:		
Auditors' remuneration - audit services	4,790	5,180
Auditors' remuneration - taxation services	3,600	5,000
	_____	_____

5 Staff costs (including directors)

A charge of £49,120 (2016 - £39,599) in respect of salaries and overheads has been made by Liberty Property Trust UK Limited, another group undertaking, which includes the directors' emoluments that it is not possible to identify separately.

6 Taxation

	2017 £	2016 £
<i>Current tax</i>		
UK corporation tax on surplus for the year	815	1,035
	_____	_____
Taxation on profit of ordinary activities	815	1,035
	_____	_____

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The differences are explained below:

	2017 £	2016 £
Surplus on ordinary activities before tax	67,292	105,403
	_____	_____
Surplus on ordinary activities at the standard rates of corporation tax in the UK of 19.25% (2016 - 20%)	12,953	21,081
Effects of:		
Expenses not deductible for tax purposes		
Adjustment - not for profit	(12,138)	(20,046)
	_____	_____
Total tax charge for year	815	1,035
	_____	_____

Kings Hill Residential Estate Management Company Limited

Notes forming part of the financial statements
for the year ended 31 December 2017 (*continued*)

7 Debtors	2017 £	2016 £
Amounts due from shareholders	43,669	72,660
Other debtors	1,954	6,139
Other taxation and social security	38,925	13,283
	84,548	92,082

8 Cash

Included within the cash balance of £ 1,194,762 (2016 - £1,219,254) at the balance sheet date is a balance of £67,122 (2016 - £67,122), which is held on behalf of Countryside Residential (South Thames) Ltd and £26,513 (2016 - £26,513) which is held on behalf of other homebuilders. An equivalent amount is held within other creditors.

9 Creditors: amounts falling due within one year

	2017 £	2016 £
Trade creditors	27,880	82,527
Amounts owed to group undertakings	12,919	49,155
Corporation tax	3,266	2,313
Other creditors	90,415	90,415
Accruals	59,247	67,850
	193,727	292,260

10 Financial instruments

	2017 £	2016 £
Financial assets		
Financial assets that are debt instruments measured at amortised cost	1,240,386	1,298,053
Financial liabilities		
Financial liabilities measured at amortised cost	190,461	289,947

Financial assets measured at amortised cost comprise cash, other debtors and amounts due from shareholders.

Financial liabilities measured at amortised cost comprise trade creditors, other creditors, accruals and amounts owed to group undertakings.

Kings Hill Residential Estate Management Company Limited

Notes forming part of the financial statements for the year ended 31 December 2017 (continued)

11 Share capital

	2017 £	2016 £
<i>Authorised</i>		
2,500 'A' Ordinary shares of £1 each	2,500	2,500
2 'B' Ordinary shares of £1 each	2	2
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i>		
1,909 'A' Ordinary shares of £1 each	1,909	1,879
2 'B' Ordinary shares of £1 each	2	2
	<hr/>	<hr/>
	1,911	1,881
	<hr/>	<hr/>

Share capital represents the nominal value of shares in issue.

During the year, 30 'A' Ordinary shares (2016 - 65) were issued to residents at Kings Hill, with an aggregate nominal value of £30 (2016 - £65).

The 'B' Ordinary shares carry the exclusive right to attend and vote at meetings.

'A' Ordinary shares are issued to any person acquiring a 'residential unit' at Kings Hill, in the proportion of one 'A' Ordinary share per 'residential unit'.

The company's Memorandum of Association does not allow it to transfer its surpluses to its members by way of a dividend or any other distribution. On a winding up, any property remaining after satisfaction of all its debts and liabilities shall be transferred to another body having similar objects to the company.

Surpluses collected in any year are transferred into/from the estate expenditure reserve as this more clearly presents the nature of the reserves retained.

The rights of the classes of shareholders will vary as the Kings Hill site becomes developed further. Details of the circumstances under which the shareholders' rights will change are given in the company's Articles of Association.

12 Parent undertaking and ultimate controlling party

The company's immediate parent undertaking, by virtue of owning all of the 'B' Ordinary shares, is Rouse Kent (Residential) Limited, a company registered in England & Wales.

The ultimate controlling party is Liberty Property Trust, a Maryland (USA) real estate investment trust, whose registered address is 500 Chesterfield Parkway, Malvern, Pennsylvania 19355, United States of America.

Liberty Property Trust is the smallest and largest group in which these financial statements are consolidated.

