

Mayborn Group Limited  
Annual report  
for the year ended 31 December 2020

Registered number 419737



# Mayborn Group Limited

## Annual report

for the year ended 31 December 2020

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# **Mayborn Group Limited**

## **Directors and advisers for the year ended 31 December 2020**

### **Directors**

Steve Parkin

James Taylor

Min Han (appointed 3 April 2020)

### **Registered office**

Mayborn House

Balliol Business Park

Newcastle Upon Tyne

NE12 8EW

England

United Kingdom

### **Solicitors**

DLA Piper UK LLP

1 St Peters Square

Manchester

M2 3DE

United Kingdom

### **Bankers**

HSBC Bank plc

8 Canada Square,

London,

E14 5HQ

United Kingdom

# Mayborn Group Limited

## Strategic report for the year ended 31 December 2020

The directors present the strategic report for the company for the year ended 31 December 2020.

### Principal activities and review of business

The principal activity is to carry on the business of a holding company. The directors do not anticipate any changes to this in the future.

The directors are satisfied with the results for the year, the financial position at the year end and the future prospects of the company.

### Results and dividends

The results of the company and the financial position as at the year end are set out in the statement of comprehensive income and the statement of financial position on pages 5 and 6, respectively.

The results for 2020 show a loss on ordinary activities before taxation of 193,000 (2019 loss: £638,000), with dividend income of £nil received (2019: £nil) and net assets of the company of £29,605,000 (2019: £29,798,000 ). Exceptional costs of £nil were incurred in the year (2019: £nil).

No dividend was proposed or paid during the year (2019: £nil).

### Key performance indicators (“KPIs”)

Given the straightforward nature of the business, the company’s directors are of the opinion that analysis using KPIs is not necessary as this is a non trading holding company. The directors monitor the performance of the group using KPIs and further disclosure is given in the directors’ report of the ultimate parent company, Ping An Insurance (Group) Company of China Limited.

### Principal risks and uncertainties

Due to the nature of the business, the directors do not consider there to be any significant operational risks other than financial risks discussed in the directors’ report.

On behalf of the board



James Taylor  
**Director**  
29 April 2021

# Mayborn Group Limited

## Directors' report for the year ended 31 December 2020

The directors present their report and the un-audited financial statements of the company for the year ended 31 December 2020.

### **Principal activities and review of business**

The principal activity is to carry on the business of a holding company. The directors do not anticipate any changes to this in the future.

The directors are satisfied with the results for the year, the financial position at the year end and the future prospects of the company.

### **Results and dividends**

The results of the company are described in the strategic report.

### **Principal risks and uncertainties**

Due to the nature of the business, the directors do not consider there to be any significant operational risks other than financial risks discussed below.

### **Financial risk management**

The company's operations expose it to a variety of financial risks. However it has in place a risk management program that seeks to limit the adverse effects on the financial performance of the company by monitoring levels of debt finance and the related finance costs.

Given the size of the company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the company's finance department.

#### *Currency risk*

The company is part of the Success Bidco 2 Limited group; currency risk is managed at a group level. The majority of the company's indebtedness is to members of the Success Bidco 2 Limited group and is denominated in sterling and consequently the company has no currency risk.

#### *Price risk*

The company does not trade and is consequently not exposed to a commodity price risk. The company has no exposure to equity securities price risk as it holds no listed or other equity investments.

# Mayborn Group Limited

## Directors' report for the year ended 31 December 2020 (continued)

### Financial risk management (continued)

#### *Credit risk*

The company has no customers and is therefore not exposed to customer credit risk. Where debt finance is utilised, this is subject to pre-approval by the board of directors and such approval is limited to financial institutions with an investment grade rating or better.

#### *Liquidity risk*

The company's principal asset is its investment in its subsidiaries. This is funded through indebtedness with other members of the Success Bidco 2 Limited group.

### Directors

The directors who held office during the year and up to the date of signing the financial statements are listed in the Directors and advisers for the year on page 1.

### Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework', and in accordance with the Companies Act 2006. 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable reporting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are 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.

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.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

On behalf of the board



James Taylor  
Director  
29 April 2021

## Mayborn Group Limited

### Statement of comprehensive income for the year ended 31 December 2020

|   | Note | 2020<br>£'000 | 2019<br>£'000 |
|---|------|---------------|---------------|
| Admin expenses  |      | (157)         | (598)         |
| <b>Operating profit/(loss)</b>                                | 2    | <b>(157)</b>  | <b>(598)</b>  |
| Finance costs   | 3    | (114)         | (156)         |
| Finance income  | 4    | 78            | 116           |
| <b>Profit/(Loss) on ordinary activities before income tax</b> |      | <b>(193)</b>  | <b>(638)</b>  |
| Income tax  | 5    | -             | -             |
| <b>Profit/(Loss) for the year</b>                             |      | <b>(193)</b>  | <b>(638)</b>  |
| <b>Total comprehensive income/(expense) for the year</b>      |      | <b>(193)</b>  | <b>(638)</b>  |

# Mayborn Group Limited

## Statement of financial position as at 31 December 2020

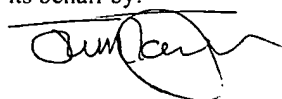
|                             | Note | 2020<br>£'000   | 2019<br>£'000   |
|-----------------------------|------|-----------------|-----------------|
| <b>Non-current assets</b>   |      |                 |                 |
| Investments in subsidiaries | 6    | 27,020          | 29,000          |
| Deferred income tax asset   | 7    | 1               | 1               |
|                             |      | <b>27,021</b>   | <b>29,001</b>   |
| <b>Current assets</b>       |      |                 |                 |
| Trade and other receivables | 8    | 15,284          | 15,814          |
|                             |      | <b>15,284</b>   | <b>15,814</b>   |
| <b>Total assets</b>         |      | <b>42,305</b>   | <b>44,806</b>   |
| <b>Current liabilities</b>  |      |                 |                 |
| Trade and other payables    | 9    | (12,700)        | (15,017)        |
| <b>Total liabilities</b>    |      | <b>(12,700)</b> | <b>(15,017)</b> |
| <b>Net assets</b>           |      | <b>29,605</b>   | <b>29,798</b>   |
| <b>Capital and reserves</b> |      |                 |                 |
| Called up share capital     | 10   | 1,155           | 1,155           |
| Share premium account       |      | 11,415          | 11,415          |
| Capital redemption reserve  |      | 102             | 102             |
| Retained earnings           |      | 16,933          | 17,126          |
| <b>Total equity</b>         |      | <b>29,605</b>   | <b>29,798</b>   |

For the year ending 31 December 2020 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476;
- the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements on pages 5 to 18 were approved by the board of directors on 29 April 2021 and signed on its behalf by:



James Taylor  
Director

Registered number: 419737

## Mayborn Group Limited

### Statement of changes in equity for the year ended 31 December 2020

|   | Called up<br>share<br>capital<br>£'000 | Share<br>premium<br>account<br>£'000 | Capital<br>redemption<br>reserve<br>£'000 | Retained<br>earnings<br>£'000 | Total<br>equity<br>£'000 |
|---|--|--------------------------------------|---|-------------------------------|--------------------------|
| Balance at 1 January 2019                           | 1,155                                  | 11,415                               | 102                                       | 17,764                        | 30,436                   |
| Loss for the year & total<br>comprehensive expense  | -                                      | -                                    | -   | (638)                         | (638)                    |
| <b>Balance at 31 December 2019</b>                  | 1,155                                  | 11,415                               | 102                                       | 17,126                        | 29,798                   |
| Profit for the year & total<br>comprehensive income | -                                      | -                                    | -   | (193)                         | (193)                    |
| <b>Balance at 31 December 2020</b>                  | 1,155                                  | 11,415                               | 102                                       | 16,933                        | 29,605                   |

# Mayborn Group Limited

## Statement of accounting policies for the year ended 31 December 2020

Mayborn Group Limited is a private company limited by shares which is incorporated and domiciled in England within the UK. The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101), and in accordance with the Companies Act 2006. The company transitioned to FRS 101 from IFRS on 1/1/20 and no amendments to recognition, measurement or disclosures were required to comply with FRS 101. The financial statements have been prepared on the going concern basis and under the historical cost convention as modified by the revaluation of financial assets and liabilities (including derivatives) through fair value through profit or loss. A summary of the more important accounting policies is set out below.

The preparation of financial statements in conformity with FRS 101 requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported year. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

The following exemptions from the requirements of IFRS have been applied in the preparation of the financial statements, in accordance with FRS 101:

- The following paragraphs of IAS 1, 'Presentation of financial statements':
  - 10(d) (statement of cash flows);
  - 16 (statement of compliance with all IFRS);
  - 38A (requirement for minimum of two primary statements, including cash flow statements);
  - 38B–D (additional comparative information); - 111 (statement of cash flows information); and
  - 134–136 (capital management disclosures)
- IAS 7, 'Statement of cash flows'.
- Paragraphs 30 and 31 of IAS 8, 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation).

### Exemption from consolidation

Under section 400 of the Companies Act 2006 the company is exempt from the requirement to prepare group financial statements because it is itself a wholly owned subsidiary undertaking of Success Bidco 2 Limited, a company established under the law of England and Wales, a state within the European Union, whose financial statements are publicly available.

### Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at bank and in hand, and short term deposits with a maturity of three months or less. For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

# **Mayborn Group Limited**

## **Statement of accounting policies for the year ended 31 December 2020 (continued)**

### **Trade receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost. A provision for impairment of trade receivables is established when there is evidence that the company will not be able to collect all amounts due according to the original terms of the receivables. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in the statement of comprehensive income within “other operating charges”. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against “other operating charges” in the statement of comprehensive income.

### **Trade payables**

Trade payables are recognised initially at fair value and subsequently measured at amortised cost.

### **Investments**

Investments are valued at original cost less provision for any diminution in value. The carrying value of investments are reviewed for impairment annually.

### **Current tax**

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

### **Deferred tax**

Deferred tax is provided in full on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred tax is not accounted for, if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

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

Deferred tax is recognised in respect of timing differences arising from the unremitted earnings of subsidiaries and joint ventures, except where the entity can control the reversal of the timing difference and it will not reverse in the foreseeable future.

## **Mayborn Group Limited**

### **Statement of accounting policies for the year ended 31 December 2020 (continued)**

#### **Critical accounting estimates and judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed reasonable under the circumstances. The carrying value of the investments in subsidiaries held by the company represents the only critical accounting estimate made in the preparation of the accounts. The investment values are reviewed annually for impairment against the carrying value of the underlying assets or expected future cashflows.

#### **Foreign currency accounting**

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

Exchange differences arising from the retranslation of the opening net assets of subsidiaries and joint ventures which have currencies of operation other than sterling are taken to reserves, together with the differences

arising when the profit and loss accounts are translated at average rates and compared with rates ruling at the year end. Other exchange differences are taken to the statement of comprehensive income.

#### **Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

# Mayborn Group Limited

## Notes to the financial statements for the year ended 31 December 2020

### 1 Employee benefit costs

The monthly average number of persons (including directors) employed by the company during the year were nil (2019: nil).

### 2 Operating Profit/(loss)

The operating profit/(loss) is stated after charging/(crediting):

|                                      | 2020         | 2019         |
|--------------------------------------|--------------|--------------|
|                                      | £'000        | £'000        |
| Other expenses                       | (157)        | (598)        |
| <b>Total Admin Income/(Expenses)</b> | <b>(157)</b> | <b>(598)</b> |

### 3 Finance costs

|                              | 2020  | 2019  |
|------------------------------|-------|-------|
|                              | £'000 | £'000 |
| Intercompany interest charge | (114) | (156) |
|                              | (114) | (156) |

### 4 Finance income

|                              | 2020  | 2019  |
|------------------------------|-------|-------|
|                              | £'000 | £'000 |
| Intercompany interest income | 78    | 116   |
|                              | 78    | 116   |

# Mayborn Group Limited

## Notes to the financial statements for the year ended 31 December 2020 (continued)

### 5 Income tax

#### (a) Analysis of income tax in year

|  | 2020  | 2019  |
|--|-------|-------|
|  | £'000 | £'000 |
| Current tax on profit for the year             | -     | -     |
| Adjustment in respect of previous years        | -     | -     |
| Current income tax                             | -     | -     |
| Origination and reversal of timing differences | -     | -     |
| Total income tax                               | -     | -     |

#### (b) Factors affecting tax in the year

The tax charge assessed for the year is lower (2019: lower) than the effective rate of corporation tax in the UK 19% (2019: 19%). The differences are explained below.

|  | 2020  | 2019  |
|--|-------|-------|
|  | £'000 | £'000 |
| Profit/(loss) before income tax  | (193) | (638) |
| Multiplied by the effective rate of corporation tax in the UK<br>19% (2019: 19%) | (37)  | (121) |
| Effects of:  |       |       |
| Group relief received not paid for   | -     | -     |
| Income not allowable for tax purposes  | -     | -     |
| Expenses not deductible for tax purposes   | 37    | 121   |
| Total income tax   | -     | -     |

#### (c) Factors affecting future tax charge

An increase to the UK corporation tax rate was announced by the UK government as part of their budget on 3 March 2021, such that the main rate will increase to 25% from 1 April 2023.

# Mayborn Group Limited

## Notes to the financial statements for the year ended 31 December 2020 (continued)

### 6 Investments in subsidiaries

|                              | Investments in subsidiaries |
|------------------------------|-----------------------------|
|                              | £'000                       |
| <b>Cost</b>                  |                             |
| At 1 January 2020            | 48,029                      |
| Disposals                    | (1,980)                     |
| <b>At 31 December 2020</b>   | <b>46,049</b>               |
| <b>Impairment provisions</b> |                             |
| At 1 January 2020            | (19,029)                    |
| Additions                    | -                           |
| At 31 December 2020          | (19,029)                    |
| <b>Net book value</b>        |                             |
| <b>At 31 December 2020</b>   | <b>27,020</b>               |
| At 31 December 2019          | 29,000                      |

Disposals in the year relate to the below dormant subsidiaries which have been dissolved:

Companies registered at: Mayborn House, Balliol Business Park, Newcastle Upon Tyne, NE12 8EW, United Kingdom

| Subsidiary companies       | Main activities | % ordinary shares | Country of registration |
|----------------------------|-----------------|-------------------|-------------------------|
| Mayborn Limited            | Dormant         | 100%              | England                 |
| G. E Romney (BAMA) Limited | Dormant         | 100%              | England                 |
| Haditos Limited            | Dormant         | 100%              | England                 |
| Technomould Limited        | Dormant         | 100%              | England                 |
| Edizol Limited             | Dormant         | 100%              | England                 |
| Lord Sheraton Limited      | Dormant         | 100%              | England                 |
| Niche Plastics Limited     | Dormant         | 100%              | England                 |
| Brookline Delta Limited    | Dormant         | 100%              | England                 |

## Mayborn Group Limited

### Notes to the financial statements for the year ended 31 December 2020 (continued)

#### 6 Investments in subsidiaries (continued)

All direct and indirect remaining subsidiaries of the company are listed below.

Companies registered at: Mayborn House, Balliol Business Park, Newcastle Upon Tyne, NE12 8EW, United Kingdom.

| Subsidiary companies            | Main activities  | % ordinary shares | Country of registration |
|---------------------------------|--|-------------------|-------------------------|
| Mayborn (UK) Limited            | Design and distribution of baby accessory products                 | 100%              | England                 |
| Sangenic International Limited  | Manufacture and distribution of the Sangenic nappy disposal system | 100%              | England                 |
| Steri-bottle UK Ltd             | Sourcing and distribution of baby accessory products               | 100%              | England                 |
| Kindertec Limited               | Sourcing and distribution of baby accessory products               | 100%              | England                 |
| Gro-Group Holdings Limited      | Holding company  | 100%              | England                 |
| Gro-Group International Limited | Distribution of baby products                                      | 100%              | England                 |
| Tommee Tippee Limited           | Dormant  | 100%              | England                 |

Companies with other registered offices:

| Subsidiary companies              | Main activities                         | % ordinary shares | Registered office   |
|-----------------------------------|---|-------------------|---|
| The Maws Group Limited            | Dormant                                 | 100%              | Capella Building (Tenth Floor), 60 York Street, Glasgow, G2 8JX, Scotland     |
| Jackel International (UK) Limited | Dormant                                 | 100%              | Capella Building (Tenth Floor), 60 York Street, Glasgow, G2 8JX, Scotland     |
| Mayborn Italy S.R.L.              | Distribution of baby products           | 100%              | Via Maria Teresa 4 CAP 20123, Milano, Italia                                  |
| Gro-Company Australia Pty Ltd     | Distribution of baby products           | 100%              | Unit 21, 15 Ricketts Road, Mount Waverley, Victoria 3149, Australia           |
| Mayborn USA Inc                   | Distribution of baby accessory products | 100%              | Portion, 11th Floor 1010 Washington Boulevard, Stamford, Connecticut 06910    |
| Mayborn ANZ PTY Limited           | Distribution of baby accessory products | 100%              | Unit 21, 15 Ricketts Road, Mount Waverley, Victoria 3149, Australia           |
| Mayborn France SARL               | Distribution of baby accessory products | 100%              | 12 Gertrude Bell, Zone de Laroiseau, 56000 Vannes, France                     |
| Mayborn Morocco SARL              | Manufacture of baby accessory products  | 100%              | Lot n° Y, Zone Franche d'Exportation de Tanger, 90100 Tangier, Morocco        |
| PMM China Limited                 | Holding company                         | 100%              | 14/F, China Aerospace Centre, 143 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong |

## Mayborn Group Limited

### Notes to the financial statements for the year ended 31 December 2020 (continued)

#### 6 Investments in subsidiaries (continued)

| Subsidiary companies                  | Main activities                                      | % ordinary shares | Registered office   |
|---------------------------------------|--|-------------------|---|
| Gro-Global (Shenzhen) Trading Co.,Ltd | Sourcing of baby products                            | 100%              | 31A, Huifu Ge, Block B, Cai Fu Building, Futian District, China                     |
| Gro-Company Australia Pty Ltd         | Distribution of baby products                        | 100%              | Unit 21, 15 Ricketts Road, Mount Waverley, Victoria 3149, Australia                 |
| Jackel International China Limited    | Manufacturing of baby accessory products             | 100%              | Shujiu Industrial Park Changping Town Dongguan City, People's republic of China     |
| Product Marketing Mayborn Limited     | Sourcing and distribution of baby accessory products | 100%              | 14/F, China Aerospace Centre, 143 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong       |
| Jackel China Limited                  | Manufacturing of baby accessory products             | 100%              | 14/F, China Aerospace Centre, 143 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong.      |
| Mayborn Canada Inc                    | Dormant  | 100%              | Purdys Wharf Tower One 900-1959 Upper Water Street PO Box 997 Halifax NS B3J 2X2    |
| Mayborn Italy Srl                     | Distribution of baby products                        | 100%              | Via Maria Teresa 4 CAP 20123, Milano, Italia  |
| Mayborn Japan KK                      | Non trading  | 100%              | c/o TA Lawyars GkJ, Shiroyama Trust Tower, Toranomom 4-3-1, Minato-ku, Tokyo, Japan |

The directors believe the carrying value of investments is supported by their underlying net assets.

#### 7 Deferred income tax asset

|  | Depreciation in excess of capital allowances |
|--|--|
|  | £'000  |
| As at 1 January 2019                         | 1  |
| Charged to statement of comprehensive income | -  |
| As at 31 December 2019                       | 1  |
| Charged to statement of comprehensive income | -  |
| As at 31 December 2020                       | 1  |

The deferred tax asset has been recognised on the basis that management consider it to be fully recoverable against future profits of the business.

The company has an unrecognised deferred tax asset of £452,000 (2019: £452,000) in relation to unutilised tax losses carried forward which has not been recognised due to uncertainty over timing of future profits.

## Mayborn Group Limited

### Notes to the financial statements for the year ended 31 December 2020 (continued)

#### 8 Trade and other receivables

|                                   | 2020          | 2019          |
|-----------------------------------|---------------|---------------|
|                                   | £'000         | £'000         |
| Owed by subsidiary companies      | 14,964        | 15,805        |
| Prepayments and other receivables | 320           | 9             |
|                                   | <b>15,284</b> | <b>15,814</b> |

The amounts owed by subsidiary companies are due on demand, unsecured and are subject to interest at 2.5% (2019: 3.7%).

Upon assessment of the impact of expected credit loss on the unprovided balance of trade and intercompany receivables, the directors have not identified any material amounts of expected credit loss.

#### 9 Trade and other payables

|                                   | 2020          | 2019          |
|-----------------------------------|---------------|---------------|
|                                   | £'000         | £'000         |
| Owed to fellow group undertakings | 12,693        | 15,010        |
| Trade Payables                    | -             | -             |
| Accruals and deferred income      | 7             | 7             |
|                                   | <b>12,700</b> | <b>15,017</b> |

The amounts owed to fellow group undertakings are due on demand, and unsecured. Trading balances are subject to interest at 2.5% (2019: 3.7%).

#### 10 Called up share capital

|   | Number of ordinary shares | £'000        |
|---|---------------------------|--------------|
| <b>Authorised share capital</b>                         |                           |              |
| Ordinary shares of 1p each at 31 December 2019 and 2020 | 200,000,000               | <b>2,000</b> |
| <b>Allotted called up and fully paid share capital</b>  |                           |              |
| Ordinary shares of 1p each at 31 December 2019 and 2020 | 115,487,255               | <b>1,155</b> |

# Mayborn Group Limited

## Notes to the financial statements for the year ended 31 December 2020 (continued)

### 11 Contingent liabilities

#### Facilities agreement guarantee

The company and certain of its subsidiaries has jointly and severally agreed to the punctual performance of borrower or guarantors' obligations under the Facilities Agreement dated 27 March 2020, as signed with the Group's lenders. The total sum secured by these guarantees is £120,000,000 (2019: £127,000,000).

The Group has secured all monies due under the Facilities Agreement with fixed and floating charges over all property and assets of the company, together with the assets of certain subsidiaries, in favour of HSBC Bank Plc, also in its capacity as security agent for the beneficiaries of the Facilities Agreement.

### 12 Related party transactions

#### Key management compensation

There were no directors emoluments in the year. There are no employees other than the directors who are considered to be key management.

#### Transactions and balances with group undertakings

Transactions have taken place during the year with related parties, all of whom are subsidiary companies, or subsidiaries of the ultimate parent company, Ping An Insurance (Group) Company of China Limited. The balances outstanding at 31 December in respect of these transactions are:

|  | 2020          | 2019          |
|--|---------------|---------------|
|  | £'000         | £'000         |
| Amounts owed by fellow group undertakings: |               |               |
| Jake Acquisitions Limited                  | 1             | 1             |
| Sangenic International Limited             | 3,207         | 3,370         |
| Cotton Bottoms Limited                     | -             | 412           |
| Gro – Group Limited                        | 11,705        | 11,971        |
| Steri-bottle UK Limited                    | 51            | 51            |
|  | <b>14,964</b> | <b>15,805</b> |

## Mayborn Group Limited

### Notes to the financial statements for the year ended 31 December 2020 (continued)

#### 12 Related party transactions (continued)

|  | 2020          | 2019          |
|--|---------------|---------------|
|  | £'000         | £'000         |
| Amounts owed to fellow group undertakings: |               |               |
| Process Improvements (1989) Limited        | -             | 2,075         |
| Jake Holdings Limited                      | 2,260         | 2,209         |
| Jake Investments Limited                   | 757           | 739           |
| Mayborn Florist Sundries Limited           | -             | 358           |
| Niche Plastics Limited                     | -             | 223           |
| Kindertec Limited                          | 107           | 107           |
| Haditos Limited                            | -             | 57            |
| Lord Sheraton Limited                      | -             | 46            |
| Technomould Limited                        | -             | 21            |
| Success Bidco 2 Limited                    | 6,661         | 6,661         |
| Mayborn (UK) Limited                       | 2,908         | 2,501         |
| Brookline Delta Limited                    | -             | 13            |
|  | <b>12,693</b> | <b>15,010</b> |

#### 13 Ultimate parent company

The company is a wholly owned subsidiary undertaking of Success BidCo 2 Limited, a company registered in England and Wales. The immediate parent undertaking of the company is Jake Acquisitions Limited, a company registered in England and Wales. These financial statements are consolidated by Success BidCo 2 Limited, the smallest company within the group to consolidate. Copies of these statements can be obtained from the company's website. The ultimate parent company is Shanghai Jahwa United Co. Ltd, a company based in China. The ultimate controlling interest is held by Ping An Insurance (Group) Company of China Limited, a company based in China, due to their controlling interest in Shanghai Jahwa United Co. Ltd.

The largest group to consolidate these financial statements are those of Ping An Insurance (Group) Company of China Limited copies of which can be obtained from the company's website.