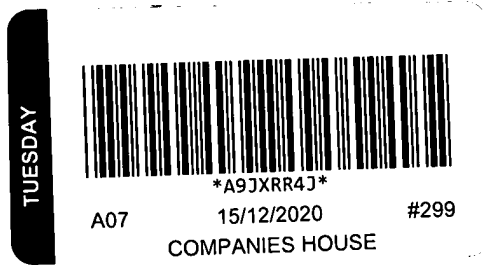


Thai Foods Limited

Directors' report and financial statements

31 May 2020

Registered number 03113543



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Directors' report

Introduction

The directors present their annual report and the audited financial statements for the year ended 31 May 2020.

Principal activities

The principal activity of the company is poultry import and distribution business.

Business review and summary results

The directors consider the key performance indicators for the business to be turnover and profit.

Summarised results are given below:

	2020	2019
	£000	£000
Turnover	811	4,538
Profit after taxation for the financial year	7	7

Covid-19

The on-going impact of Covid-19 is impossible to predict, both on society and the world economy, and therefore on the markets in which we operate. From mid-March, where possible the work force has operated in a full work from home capacity, without any significant disruption to operations. Where the work force is required to be present on site there is now a strict policy of social distancing, face masks, and temperature testing points. This policy is continually updated in line with government and company policy. This operating environment does not create any operational impediments to us and as a result, we will continue to take a conservative approach to returning to pre-COVID-19 working arrangements. The safety of our work force and service continuity for our customers is our priority.

Principal risks and uncertainties

Brexit risk – The directors acknowledge the potential risk to the company which will arise in relation to the end of the transition period on 31 December 2020. The directors believe being part of a large multinational group will ensure the company's exposure to possible implications linked to this risk should be reduced to an acceptable level.

Dividends

During the year the company neither declared nor paid a dividend (2019: £nil).

Policy and practice on payment of creditors

The company aims to pay all its creditors promptly. It is the company's policy to agree the terms of payment with its suppliers, ensure that suppliers are aware of the terms of payment, and to pay in accordance with contractual and other obligations.

Directors

The directors who served during the year and at the report date were:

P M Allan	(resigned 15 May 2020)
H A Mann	(appointed 15 May 2020)
C J Shooter	(resigned 2 August 2019)
F Urquidi Negron	(appointed 2 August 2019)

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Directors' report *(continued)*

Going concern

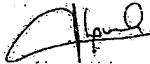
In accordance with their responsibilities the directors have considered the appropriateness of the going concern basis for the preparation of the financial statements.

In November 2020, the directors took the decision to cease trading in July 2021 following an upcoming change in the import quota system resulting in no future need for the company. As the directors intend to liquidate the company, they have not prepared the financial statements on a going concern basis. The effect of this is explained in note 1.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



F Urquidi Negrón
Director
03 December 2020

Velocity V1
Brooklands Drive
Weybridge
KT13 0SL

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 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 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 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so (as explained in note 1, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis).

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



Independent auditor's report to the members of Thai Foods Limited

Opinion

We have audited the financial statements of Thai Foods Limited ("the company") for the year ended 31 May 2020 which comprise the Profit and Loss Account, Statement of Total Comprehensive Income, Balance Sheet and Statement of Changes in Equity and related notes, including the accounting policies in note 1. In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 May 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Emphasis of matter – non-going concern basis of preparation

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements which explains that the financial statements have not been prepared on the going concern basis for reasons set out in that note.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.



Independent auditor's report to the members of Thai Foods Limited (continued)

Directors' responsibilities

As explained more fully in their statement set out on page 2, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.

Gareth Woods

Gareth Woods (Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
St Nicholas House
31 Park Row
Nottingham
NG1 6FQ
8 December 2020

Profit and loss account
for the year ended 31 May 2020

	<i>Note</i>	2020 £000	2019 £000
Turnover	2	811	4,538
Cost of sales		(802)	(4,521)
Gross profit		9	17
Administrative expenses		(1)	(9)
Operating profit		8	8
Other interest receivable and similar income	4	1	1
Profit before taxation		9	9
Tax on profit	6	(2)	(2)
Profit for the financial year		7	7

All of the results are derived from discontinuing operations.

Statement of total other comprehensive income
for the year ended 31 May 2020

	2020 £000	2019 £000
Profit for the financial year	7	7
Total comprehensive income	7	7

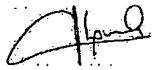
The notes on pages 9 to 14 form part of the financial statements.

Balance sheet
at 31 May 2020

	<i>Note</i>	2020 £000	2019 £000
Current assets			
Debtors	7	226	232
		<u>226</u>	<u>232</u>
Creditors: amounts falling due within one year	8	(3)	(16)
		<u>223</u>	<u>216</u>
Net assets		<u>223</u>	<u>216</u>
Capital and reserves			
Called up share capital	9	-	-
Profit and loss account		223	216
		<u>223</u>	<u>216</u>
Shareholder's funds		<u>223</u>	<u>216</u>

The notes on pages 9 to 14 form part of the financial statements.

These financial statements were approved by the board of directors on 03 December 2020 and were signed on its behalf by:



F Urquidi Negrón
Director

Statement of changes in equity
for the year ended 31 May 2020

	Share capital £000	Profit and loss account £000	Total £000
At 1 June 2019	-	216	216
Profit for the year	-	7	7
At 31 May 2020	-	223	223

Statement of changes in equity
for the year ended 31 May 2019

	Share capital £000	Profit and loss account £000	Total £000
At 1 June 2018	-	209	209
Profit for the year	-	7	7
At 31 May 2019	-	216	216

The notes on pages 9 to 14 form part of the financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

Statement of compliance

Thai Foods Limited is a private company limited by shares, incorporated, domiciled and registered in England and Wales in the United Kingdom. The registered number is 03113543 and the registered office is Velocity V1, Brooklands Drive, Weybridge, Surrey, KT13 0SL, England.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*"). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The company's ultimate parent undertaking, Cargill, Incorporated includes the company in its consolidated financial statements. The consolidated financial statements of Cargill, Incorporated are prepared in accordance with US GAAP and are available to the public and may be obtained from the address stated in note 11. In these financial statements, the company is considered to be a qualifying entity and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Cargill, Incorporated include the equivalent disclosures, the company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- Certain disclosures required by FRS 102.26 *Share Based Payments*; and,
- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

In previous years, the financial statements have been prepared on a going concern basis. However, in November 2020 the directors took the decision to cease trading in July 2021, following an upcoming change in the import quota system, and liquidate the company in due course. The financial statements have therefore been prepared on a non-going concern basis, this has not affected the result for the financial year.

The directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have sufficient funds, to meet its liabilities as they fall due for that period.

Turnover

Turnover, all of which arose from the company's principal activity, represents the amounts, excluding Value Added Tax, derived from the provision of goods and services to customers during the year. Revenue is only recognised when the goods are delivered and when the risks and rewards of ownership pass to the buyer.

Notes (continued)

1 Accounting policies (continued)

Foreign currencies

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to sterling at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement.

Dividends on shares presented within shareholder's funds

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors and creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Notes *(continued)*

1 Accounting policies *(continued)*

Expenses

Interest receivable and Interest payable

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy).

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Foreign currency gains and losses are reported on a net basis.

Classification of financial instruments issued by the company

In accordance with FRS102.22 financial instruments issued by the company are treated as equity (i.e. forming part of shareholder's funds) only to the extent that they meet the following two conditions:

- a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company and
- b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments that are classified as part of shareholder's funds (see dividends policy), are dealt with as appropriations in the reconciliation of movements in shareholder's funds.

Notes (continued)

2 Segmental analysis

Analysis by geographical segment

In both the current and preceding years all of the company's sales and operating profits originated in the United Kingdom and Europe. An analysis of turnover by geographical destination is shown below:

	2020 £000	2019 £000
UK	599	4,035
Rest of Europe	212	503
Turnover	811	4,538

3 Staff numbers and costs

There were no employees during the year. The directors are remunerated by other companies within the group. The qualifying services that they provide to the company are incidental and it is not practicable to allocate any of their remuneration to the company.

4 Other interest receivable and similar income

	2020 £000	2019 £000
Amounts derived from group companies	1	1

5 Expenses and auditor's remuneration

	2020 £000	2019 £000
<i>Auditor's remuneration:</i>		
Audit of these financial statements	1	1

Notes *(continued)*

6 Taxation

Total tax expense recognised in the profit and loss account

	2020 £000	2019 £000
<i>Current tax</i>		
UK corporation tax at 19.00% (2019: 19.00%)	2	2
	<hr/>	<hr/>
Total tax	<u>2</u>	<u>2</u>

Reconciliation of effective tax rate

	2020 £000	2019 £000
Profit for the year	7	7
Total tax expense	2	2
	<hr/>	<hr/>
Profit excluding taxation	9	9
Profit multiplied by the standard rate of corporation tax in the UK of 19.00% (2019: 19.00%)	2	2
	<hr/>	<hr/>
Total tax expense for the year	<u>2</u>	<u>2</u>

Factors that may affect future current and total tax charges

A change to the main UK corporation tax rate, announced in the Budget on 11 March 2020, was substantively enacted on 17 March 2020. The rate applicable from 1 April 2020 now remains at 19%, rather than the previously enacted reduction to 17%.

Notes (continued)

7 Debtors

	2020	2019
	£000	£000
<i>Due within one year</i>		
Trade debtors	1	1
Amounts owed by group undertakings	225	231
	226	232
<i>Amounts owed by group undertakings comprise:</i>		
Trade debtors	16	13
Short term deposits	209	218
	225	231

8 Creditors: amounts falling due within one year

	2020	2019
	£000	£000
<i>Due within one year</i>		
Amounts owed to group undertakings - trade creditors	1	14
Corporation tax	2	2
	3	16

9 Called up share capital

	2020	2019
	£	£
<i>Allotted, called up and fully paid</i>		
2 ordinary shares of £1 each	2	2
	2	2

10 Related parties

The company is exempt from disclosing transactions with other wholly owned group companies under Section 33.1A of FRS 102.

11 Ultimate holding company and parent undertaking

The immediate parent undertaking of Thai Foods Limited is Cargill PLC, a company incorporated in the United Kingdom and registered in England and Wales. Cargill, Incorporated is the ultimate parent undertaking of Thai Foods Limited and is regarded by the directors as being the company's ultimate controlling party.

The parent undertaking of the smallest and largest group into which the accounts of the company are consolidated is Cargill, Incorporated, a company incorporated in the USA and registered office is Corporation Trust, 1209 Orange Street, Wilmington, Delaware 19801, USA. The consolidated financial statements of this group are lodged together with Cargill UK Holdings Limited accounts at Companies House, Crown Way, Cardiff, CF4 3UZ.

12 Post balance sheet event

We are continuing to monitor the ongoing restrictions and potential impacts of Covid 19 on our employees, customers and the markets in which we operate. As of the date the accounts are signed there are no indications of any impact which would lead to an adjustment in the financial statements.