Directors' Report and Financial Statements
Year Ended
31 March 2021

Company Number 04730805

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**Company Information** 

**Directors** M W Grinonneau

S F Murphy C S E Douglass J D Sutcliffe D Vermeer

Registered number 04730805

Registered office 9th Floor Cobalt Square

83-85 Hagley Road Birmingham B16 8QG

Independent auditors Goodman Jones LLP

29/30 Fitzroy Square

London W1T 6LQ

#### Directors' Report For the Year Ended 31 March 2021

The directors present their annual report and the audited financial statements for the year ended 31 March 2021.

This directors' report has been prepared in accordance with the provisions applicable to small companies entitled to the small companies' exemption and the company has taken advantage of the exemption from the requirement to prepare a strategic report.

#### **Principal activity**

The principal activity of the company is to provide management services to its subsidiaries, Sandwell Fundco 1 Limited, Sandwell Fundco 2 Limited and Sandwell Fundco 3 Limited.

#### Results and dividends

The profit for the year, after taxation, amounted to £307,000 (2020 - Loss of £44,000)

The directors do not recommend the payment of a dividend (2020 - £Nil).

#### **Directors**

The directors who served during the year were:

M W Grinonneau S F Murphy C S E Douglass J D Sutcliffe D Vermeer

#### Going concern

The company has net assets of £1,086,000 (2020 - £779,000) and net current assets of £525,000 (2020 - £218,000), including cash of £576,000 (2020 - £22,000), at 31 March 2021.

The COVID-19 pandemic is continuing to have a significant impact on the UK economy which creates uncertainty in respect of all future business plans. At the time of writing, the Directors continue to believe that there is limited going concern risk to the company.

The directors have reviewed the future liquidity requirements and have considered the cash flow forecasts of the company. The company produces long-term financial forecasts which show the company is able to operate and meet its financial obligations as they fall due. Based on this review and the future business prospects of the company, the directors believe the company will be able to meet its liabilities as they fall due.

Having regard to the above and after making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

# Directors' Report (continued) For the Year Ended 31 March 2021

#### Qualifying third party indemnity provisions

The directors of the company have qualifying third party indemnity provisions put in place through other companies of which they are also directors.

#### Directors' responsibilities statement

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

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

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- 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 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 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Disclosure of information to auditors

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's auditors are 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's auditors are aware of that information.

This report was approved by the board on

25-11-21

and signed on its behalf.

C S E Douglass Director

#### Independent Auditors' Report to the Members of Sandwell Estates Partnership Limited

#### **Opinion**

We have audited the financial statements of Sandwell Estates Partnership Limited ("the Company") for the year ended 31 March 2021, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the 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 March 2021 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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

#### 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.

Independent Auditors' Report to the Members of Sandwell Estates Partnership Limited (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 Directors' 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 Director's report and from
  the requirement to prepare a Strategic report.

#### Responsibilities of directors

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

#### Auditor's responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Independent Auditors' Report to the Members of Sandwell Estates Partnership Limited (continued)

#### Auditor's responsibilities for the audit of the financial statements (continued)

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to industry sector regulations and unethical and prohibited business practices, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006 and UK Tax Legislation. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls). Appropriate audit procedures in response to these risks were carried out. These procedures included:

- Discussions with management, including consideration of known or suspected instances of noncompliance with laws and regulation and fraud;
- Reading minutes of meetings of those charged with governance;
- Obtaining and reading correspondence from legal and regulatory bodies including HMRC;
- Identifying and testing journal entries;
- Challenging assumptions and judgements made by management in their significant accounting estimates.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members; and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

There are inherent limitations in the audit procedures described above. The further removed instances of non-compliance with laws and regulations are from the events and transactions reflected in the financial statements, the less likely we are to become aware of it. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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

#### Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Goodnan Jones LLP

25-11-21

Paul Bailey (Senior Statutory Auditor)
For and on behalf of Goodman Jones LLP, Statutory Auditor London
United Kingdom

Goodman Jones LLP is a limited liability partnership registered in England and Wales (with registered number OC313156).

# Statement of Comprehensive Income For the Year Ended 31 March 2021

	Note	2021 £000	2020 £000
Revenue Cost of sales	3	654 (270)	748 (390)
Gross profit		384	358
Administrative expenses		(420)	(416)
Operating loss	4	(36)	(58)
Income from shares in group undertakings		336	-
Interest receivable and similar income	6	-	1
Profit / (Loss) on ordinary activities before taxation		300	(57)
Tax on profit	7	7	13
Profit / (Loss) for the financial year		307	(44)

The results for the current and previous financial year derive from continuing operations.

The notes on pages 9 to 16 form part of these financial statements.

# Sandwell Estates Partnership Limited Registered number:04730805

#### **Balance Sheet** As at 31 March 2021

	Note	2021 £000	2021 £000	2020 £000	2020 £000
Fixed assets					
Investments	8		561		561
			561		561
Current assets					
Debtors: due after more than one year Debtors: due within one year Cash at bank and in hand	9 9	57 100 576		50 276 22	
	•	733	•	348	
Creditors: amounts falling due within one year	10	(208)		(130)	
Net current assets	-		525		218
Total assets less current liabilities	·		1,086		779
Net assets			1,086		779
Capital and reserves					
Called up share capital Profit and loss account	12		- 1,086		855 (76)
			1,086		779

The company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

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

25-11-21

**CSE** Douglass

Director

The notes on pages 9 to 16 form part of these financial statements.

# Statement of Changes in Equity For the Year Ended 31 March 2021

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 1 April 2020	855	(76)	779
Comprehensive income for the year			
Profit for the year		307	300
Total comprehensive income for the year	-	307	300
Reduction of shares	(855)	855	-
At 31 March 2021		1,086	1,079

# Statement of Changes in Equity For the Year Ended 31 March 2020

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 1 April 2019	855	(32)	823
Comprehensive income for the year Loss for the year	-	(44)	(44)
Total comprehensive income for the year	•	(44)	(44)
At 31 March 2020	855	(76)	779

The notes on pages 9 to 16 form part of these financial statements.

#### Notes to the Financial Statements For the Year Ended 31 March 2021

#### 1. General information

Sandwell Estates Partnership Limited is a private company limited by shares incorporated in England and Wales. The address of the registered office of the company is given on the company information page and the nature of the company's operations and its principal activities are set out in the directors' report.

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been applied consistently to all the years presented, unless otherwise stated.

#### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies. However, there has not been deemed any critical accounting estimates or significant judgements in these financial statements.

The functional currency is pounds sterling and rounded to the nearest £'000.

In preparing the separate financial statements, advantage has been taken of the following disclosure exemptions available in FRS 102:

- No cash flow statement has been presented for the company;
- The company has taken advantage of exemption, not to disclose related party transactions between members wholly owned members of the group.

#### 2.2 Basis of consolidation

Consolidated financial statements have not been prepared for the company and its subsidiaries under the exemption granted by Section 399 of the Companies Act 2006. Accordingly, these financial statements present information about the company and not about its group.

#### 2.3 Going concern

The company has net assets of £1,086,000 (2020 - £779,000) and net current assets of £525,000 (2020 - £218,000), including cash of £576,000 (2020 - £22,000), at 31 March 2021.

The COVID-19 pandemic is continuing to have a significant impact on the UK economy which creates uncertainty in respect of all future business plans. At the time of writing, the Directors continue to believe that there is limited going concern risk to the company.

# Notes to the Financial Statements For the Year Ended 31 March 2021

#### 2. Accounting policies (continued)

#### 2.3 Going concern (continued)

The directors have reviewed the future liquidity requirements and have considered the cash flow forecasts of the company. The company produces long-term financial forecasts which show the company is able to operate and meet its financial obligations as they fall due. Based on this review and the future business prospects of the company, the directors believe the company will be able to meet its liabilities as they fall due.

Having regard to the above and after making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

#### 2.4 Revenue

Revenue represents income received in the ordinary course of business for services provided and excludes value added tax.

Revenue is recognised over the period to which the service relates.

#### 2.5 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a charge 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.

Deferred tax balances are recognised in respect of all timing differences that have been 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 income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

#### 2.6 Investments

Investments are recorded at cost less amounts written off or provided to reflect impairment losses.

#### Notes to the Financial Statements For the Year Ended 31 March 2021

#### 2. Accounting policies (continued)

#### 2.7 Financial assets

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

Financial assets measured at amortised cost comprise cash at bank, trade debtors, other debtors and amounts owed by group undertakings.

#### 2.8 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, excluding convertible debt and derivatives, are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost.

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

#### 2.9 Reserves

The company's reserves are as follows:

- Called up share capital reserve represents the nominal value of the shares issued.
- Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

#### 3. Revenue

An analysis of turnover by class of business is as follows:

	2021	2020
	£000	£000
Sundry income	21	2
Management services	203	192
Cost recoveries	154	155
Recovery of development costs	276	399
	654	748

All turnover arose within the United Kingdom.

### Notes to the Financial Statements For the Year Ended 31 March 2021

The operating profit is stated after charging:  Fees payable to the company's auditor for the audit of the company's annual financial statements	2021 £000	2020 £000
	12	12
All audit services are chargeable to the parent company.		
The company had no employees during the year or the prior year.		
Directors' remuneration		
The chairman received a fee of £12,000 (2020: £12,000) for his services.		
The company incurred directors' fees to the respective directors' employin (2020: £60,000).	g organisations o	of £60,000
Interest receivable		
	2021 £000	2020 £000
Bank interest receivable		1
Taxation		
	2021 £000	2020 £000
Deferred tax		
Origination and reversal of timing differences	7	(13)
Total deferred tax	7	(13)
<u>-</u>	7	(13)
	Directors' remuneration  The chairman received a fee of £12,000 (2020: £12,000) for his services.  The company incurred directors' fees to the respective directors' employin (2020: £60,000).  Interest receivable  Bank interest receivable  Taxation  Deferred tax  Origination and reversal of timing differences	Directors' remuneration  The chairman received a fee of £12,000 (2020: £12,000) for his services.  The company incurred directors' fees to the respective directors' employing organisations of (2020: £60,000).  Interest receivable  2021 £000  Bank interest receivable  Taxation  2021 £000  Deferred tax  Origination and reversal of timing differences  7

#### Notes to the Financial Statements For the Year Ended 31 March 2021

#### 7. Taxation (continued)

#### Factors affecting tax credit for the year

The actual charge for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

	2021 £000	2020 £000
Profit / ( Loss) on ordinary activities before tax	300	<u>(57)</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)  Effects of:	57	(11)
Change in tax rate Non-taxable income	(50)	(2)
Total tax credit for the year	7	(13)

#### Factors that may affect future tax charges

The Finance Bill 2021, published on 11 March 2021, increases the main rate of Corporation tax to 25% for the year commencing 1 April 2023. These changes have not been reflected in the carrying value of the deferred tax asset at the balance sheet date since the rates changes were not enacted at that date.

The deferred taxation liability has therefore been calculated at 19%, being the rate substantively enacted at the Balance Sheet date.

#### 8. Fixed asset investments

Investments in subsidiary companies £000

Cost

At 1 April 2020 and 31 March 2021

#### Notes to the Financial Statements For the Year Ended 31 March 2021

### 8. Fixed asset investments (continued)

#### Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Registered office	Class of shares	Holding
Sandwell Midco 1 Limited Sandwell Fundco 1 Limited*	Intermediate holding company To design, build, finance and manage premises under the Government's LIFT initiative	Ordinary Ordinary	100% 100%
Sandwell Midco 2 Limited	Intermediate holding company To design, build, finance and manage premises under the Government's LIFT initiative	Ordinary	100%
Sandwell Fundco 2 Limited*		Ordinary	100%
Sandwell Midco 3 Limited	Intermediate holding company To design, build, finance and manage premises under the Government's LIFT initiative	Ordinary	100%
Sandwell Fundco 3 Limited*		Ordinary	100%

The registered office of the subsidiaries of the company are the same as the registered address of this company.

The aggregate of the share capital and reserves as at 31 March 2021 and the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £000	Total comprehensive income £000
Sandwell Fundco 1 Limited	4,066	1,028
Sandwell Fundco 2 Limited	(995)	434
Sandwell Fundco 3 Limited	355	100
Sandwell Midco 1 Limited		-
Sandwell Midco 2 Limited	10	-
Sandwell Midco 3 Limited	1	-
9. Debtors		
	20:	21 2020
	203	
Due after more than one year		
Deferred tax asset		<u>57</u> <u>50</u>

#### Notes to the Financial Statements For the Year Ended 31 March 2021

9.	Debtors (continued)		
		2021 £000	2020 £000
	Due within one year		
	Trade debtors Amounts owed by group undertakings	47 35	30 214
	Other taxation and social security Prepayments and accrued income	18	9 23
		100	276
10.	Creditors: Amounts falling due within one year	2021	2020
		2021	2020
		£000	£000
	Trade creditors Amounts owed to group undertakings Accruals and deferred income	12 108 88	55 14 61
		208	130
11.	Financial instruments		
		2021 £000	2020 £000
	Financial assets		
	Financial assets measured at amortised cost	658	266
	Financial liabilities		
	Financial liabilities measured at amortised cost	<u> 167</u>	130

# Notes to the Financial Statements For the Year Ended 31 March 2021

12.	Share capital		
		2021 £000	2020 £000
	Allotted, called up and fully paid		
	1 (2020: 170,999) Ordinary 'A' shares of £1.00 each	•	171
	1 (2020: 170,999) Ordinary 'B' shares of £1.00 each	-	171
	3 (2020: 512,997) Ordinary 'C' shares of £1.00 each	-	513
			055
	All three share classes rank pari passu.		<u>855</u>

On 11 January 2021, the share capital was reduced from £855,000 to £5. This resulted in 1 Ordinary 'A' share, 1 Ordinary 'B' share and 3 Ordinary 'C' shares.

#### 13. Ultimate parent company and controlling party

The company is owned by Primary Plus Holdings Limited (60%) and Community Health Partnerships Limited (40%), which are both registered in England and Wales.

The directors are of the opinion that there is no ultimate parent undertaking or controlling party by virtue of the company's joint ownership and control.

#### 14. Related party transactions

The company has taken advantage of the exemption provided in FRS 102 not to disclose transactions with companies within the group of which it is a member, where the transactions occur between entities which are wholly owned members of that group.

Key management personnel include all directors who together have authority for planning, directing and controlling the activities of the company. See note 5 for details of directors' remuneration.

The directors consider the material transactions undertaken by the company during the year with related parties were as follows:

	year ended	Amounts owed (to)/by related parties at 31 March 2021 £000	year ended	Amounts owed (to)/by related parties at 31 March 2020 £000
Community Health Partnership Limited	(6)	Nil	(24)	Nil
Equitix Healthcare 2 Limited	(36)	Nil	(36)	Nil

Equitix Healthcare 2 Limited is part of the group that controls Primary Plus Holdings Limited.