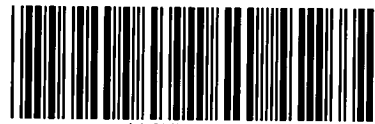


Registered number: 05116610

Truecare Holdings Limited
Annual Report and Financial Statements
For the year ended 31 March 2017

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Truecare Holdings Limited

Annual Report and Financial Statements For the year ended 31 March 2017

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Truecare Holdings Limited

Directors and advisers For the year ended 31 March 2017

Directors

E. Johnston
G. Williams
T. Lanes

Independent auditor

KPMG LLP
Chartered Accountants and Statutory Auditor
Arlington Business Park
Theale
Reading
RG7 4SD

Secretary and registered office

E. Johnston
Linden House
Lime Walk
Bagshot Road
Bracknell
Berkshire
RG12 9DY

Solicitor

Acuity Legal
3 Assembly Square
Britannia Quay
Cardiff Bay
Cardiff
CF10 4PL

Bankers

The Royal Bank of Scotland (UK) Plc
280 Bishopsgate
London
EC2M 4RB

Santander (UK) Plc
17 Ulster Terrace
London
NW1 4PJ

AIB Group (UK) Plc
St Helen's
1 Undershaft
London
EC3A 8AB

Truecare Holdings Limited

Strategic Report For the year ended 31 March 2017

The directors present their strategic report for the year ended 31 March 2017.

Review of the business

The principal activity of the company is that of a holding company for Truecare Group Limited.

On 30 September 2016 the company sold its trade and assets to a related group company as part of a group reorganisation.

On 24 October 2016 the company reduced its share capital to £1 by way of a permitted capital reduction under Companies Act 2006.

Results and dividends

The results for the company which are set out in the statement of comprehensive income on page 7, show an operating loss of £821,645 for the 6 month period prior to sale (2016 12 month profit: £12,999,447).

Within the year the company paid a dividend of £8,170,001 (2016: £4,000,000) to Caledonia Choice 3 Limited as part of a group redistribution of reserves.

Future developments

The company does not trade and its principal activity is that of a holding company. On 30 September 2016 Truecare Limited sold its trade and assets to a related group company as part of a group reorganisation. The company has remained dormant since this date. There is no current expectation that these activities will change in the future.

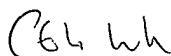
Principal risks and uncertainties

The management of the business and execution of the Company's strategy are subject to a number of risks. Key business risks and uncertainties are managed at a group level and full disclosure of the risks and uncertainties facing the group are set out in the annual report of the parent company of the group, Caledonia Choice Limited.

Key performance indicators

Given the straightforward nature of the business, we are of the opinion that analysis using key performance indicators is not necessary for the understanding of the development, performance or the position of the business.

By order of the Board



G. Williams
Finance Director

29 June 2017

Linden House, Lime Walk, Bagshot Road, Bracknell, RG12 9DY

Truecare Holdings Limited

Directors' report

For the year ended 31 March 2017

The directors present their report and the audited financial statements for the period ended 31 March 2017.

Directors

The directors who held office during the period and as at the date of approval of these accounts unless, otherwise stated, are given below:

E. Johnston
G. Williams
T. Lanes

Qualifying third party indemnity provisions

The Company maintains qualifying third party liability insurance for its directors and officers. This insurance was in place for the full financial year and remains in force at the date of approval of these financial statements.

Financial risk management

The company is exposed to certain financial risks, principally interest rate risk and liquidity risk. Financial risk is managed at a group level and full disclosure is included in the accounts of the parent company of the group, Caledonia Choice Limited.

Going concern

As the directors do not intend to acquire a replacement trade and the company has not traded since the sale of its trade and assets on 30 September 2016, they have not prepared the financial statements on a going concern basis.

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.

Truecare Holdings Limited

Directors' report (continued) For the year ended 31 March 2017

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, 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 101 *Reduced Disclosure Framework*.

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; 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 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 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.

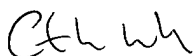
Statement on disclosure of information to auditor

All directors in office at the time the financial statements are approved confirm:

(a) so far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware; and

(b) each director has taken all the steps that he/her ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

By order of the Board



G. Williams

Finance Director

29th June 2017

Linden House, Lime Walk, Bagshot Road, Bracknell, RG12 9DY

Independent auditor's report to the members of Truecare Holdings Limited

For the year ended 31 March 2017

We have audited the financial statements of Truecare Holdings Limited for the year ended 31 March 2017 set out on pages 7 to 15. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 2 to the financial statements which explains that the financial statements are now not prepared on the going concern basis for the reason set out in the note.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Strategic report and the Directors' report:

- we have not identified material misstatements in those reports; and
- in our opinion, those reports have been prepared in accordance with the Companies Act 2006.

**Independent auditor's report to the members of Truecare Holdings
Limited (continued)
For the year ended 31 March 2017**

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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.



Derek McAllan (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Arlington Business Park
Theale
Reading
RG7 4JD

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Truecare Holdings Limited

Statement of comprehensive income For the year ended 31 March 2017

		Year ended 31-Mar-17	Year ended 31-Mar-16
	Note	£	£
Dividend from group companies		8,498,618	13,000,000
Administrative expenses		(9,320,263)	(553)
Operating (loss) / profit	4	(821,645)	12,999,447
Finance income	6	89,465	31,457
Finance costs	6	(94,306)	(151,719)
(Loss)/ profit before income tax		(826,486)	12,879,185
Income tax credit	7	968	24,163
(Loss) / profit for the year		(825,518)	12,903,348
Other comprehensive income		0	0
Total comprehensive (loss)/ profit for the year		(825,518)	12,903,348

All transactions relate to discontinued operations.

The accompanying notes form an integral part of these financial statements.

Truecare Holdings Limited

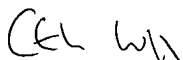
Balance sheet

As at 31 March 2017

	Note	Year ended 31-Mar-17 £	Year ended 31-Mar-16 £
ASSETS			
Non-current assets			
Investment in subsidiaries	8	0	9,320,264
Total non-current assets		0	9,320,264
Current assets			
Trade and other receivables	9	1	7,108,459
Cash and cash equivalents		0	0
Total current assets		1	7,108,459
TOTAL ASSETS		1	16,428,723
LIABILITIES			
Current liabilities			
Trade and other payables	10	0	7,433,203
Total current liabilities		0	7,433,203
TOTAL LIABILITIES		0	7,433,203
EQUITY			
Share capital	11	1	1,010
Retained earnings		0	1,244,519
Share premium		0	7,749,991
Total shareholders' equity		1	8,995,520
TOTAL EQUITY AND LIABILITIES		1	16,428,723

The accompanying notes form an integral part of these financial statements.

The financial statements on pages 7 to 15 were approved by the board of directors on 29th June 2017 and were signed on its behalf by:



G. Williams
Finance Director

29th June 2017

Truecare Holdings Limited
Registered number: 05116610

Truecare Holdings Limited

Statement of changes in equity For the year ended 31 March 2017

	Retained earnings	Share Capital	Other Reserves	Total
	£	£	£	£
At 31 March 2016	1,244,519	1,010	7,749,991	8,995,520
Loss attributable to owners of the parent	(825,518)	0	0	(825,518)
Capital reduction	7,751,000	(1,009)	(7,749,991)	0
Dividends Paid	(8,170,001)	0	0	(8,170,001)
At 31 March 2017	0	1	0	1

	Retained earnings	Share Capital	Other Reserves	Total
	£	£	£	£
At 31 March 2015	(7,658,829)	1,010	7,749,991	92,172
Profit attributable to owners of the parent	12,903,348	0	0	12,903,348
Dividends Paid	(4,000,000)	0	0	(4,000,000)
At 31 March 2016	1,244,519	1,010	7,749,991	8,995,520

The accompanying notes form an integral part of these financial statements.

Truecare Holdings Limited

Notes to the financial statements For the year ended 31 March 2017

1 General Information

Truecare Holdings Limited is a Company incorporated and domiciled in England and Wales with registered number 05116610. The principal activity of the company is that of a holding company.

2 Summary of significant accounting policies

Basis of preparation

These financial statements have been prepared in accordance with United Kingdom Accounting Standards, in particular, Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and the Companies Act 2006 (the Act). FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The financial statements have been prepared under the historical cost convention. A summary of the more important accounting policies is set out below.

The Company is a qualifying entity for the purposes of FRS 101. Note 12 gives details of the company's ultimate parent and from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

The disclosure exemptions adopted by the Company in accordance with FRS 101 are Statement of cash flows, the financial risk management disclosures and related party transactions with related companies.

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 amounts of revenues and expenses during the reporting period. 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 Company's financial statements are presented in British pounds and all values are rounded to the nearest pounds (£) except when otherwise indicated.

Going Concern

In previous years, the financial statements have been prepared on a going concern basis. However, on 30 September 2016, the company ceased trading following the transfer of trade and assets to Community Homes of Intensive Care and Education Limited (a group undertaking). As the directors do not intend to acquire a replacement trade, the directors have not prepared the financial statements on a going concern basis. No adjustments were necessary to the amounts at which the remaining net assets are included in these financial statements.

Truecare Holdings Limited

Notes to the financial statements (continued)

For the year ended 31 March 2017

2 Summary of significant accounting policies (continued)

Investment in subsidiaries

Investment in subsidiaries are held at cost less any provision for impairment.

Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The company does not use hedge accounting therefore any resulting gains or losses are recognised immediately in the statement of comprehensive income.

Current and deferred tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

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

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; 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 tax liability is settled.

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

Truecare Holdings Limited

Notes to the financial statements (continued)

For the year ended 31 March 2017

2 Summary of significant accounting policies (continued)

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

3 Critical accounting estimates and judgments

The preparation of financial statements in accordance with FRS 101 requires management to make estimates and judgments that affect reported assets, liabilities, revenues, expenses, gains, losses, and disclosures of contingencies. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The only significant estimate made in the preparation of these financial statements relates to the consideration of impairment over investments. This requires judgement over the future cash flows of subsidiaries in the evaluation of their value in use. No impairments have been identified.

4 Operating profit

Audit costs for the Company are incurred by a related group company, Community Homes of Intensive Care and Education Limited (Registration number 02704854).

5 Directors' emoluments

No Directors' emoluments were incurred (2016: nil) by the Company as Directors are not remunerated for their services to this company. The remuneration of these Directors for their services to the group is disclosed in the financial statements of Community Homes of Intensive Care and Education Limited (Registration number 02704854).

6 Finance income and expenses

	Year ended 31-Mar-17 £	Year ended 31-Mar-16 £
Interest receivable from group companies	89,465	31,457
Total finance income	89,465	31,457
Interest payable to group companies	94,306	151,719
Finance expense	94,306	151,719

Truecare Holdings Limited

Notes to the financial statements (continued) For the year ended 31 March 2017

7 Tax expense

	Year ended 31-Mar-17	Year ended 31-Mar-16
	£	£
Current tax:		
Adjustment in respect of prior years	0	0
Current tax on (loss) / profits for the year	(968)	(24,163)
Total current tax	(968)	(24,163)
Tax credit	(968)	(24,163)

The tax charge / (credit) for the period differs from the amount that would be calculated using the standard rate of tax as follows:

	Year ended 31-Mar-17	Year ended 31-Mar-16
	£	£
(Loss) / profit for the year	(825,518)	12,903,348
Tax credit	(968)	(24,163)
(Loss) / profit before tax	(826,486)	12,879,185
Tax calculated at UK tax rate of 20% (2016: 20%):	(165,297)	2,575,837
Tax effects of:		
- Expenses not deductible	1,864,053	0
- Income not taxable	(1,699,724)	(2,600,000)
Tax credit	(968)	(24,163)

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. In the Budget on 16 March 2016, the Chancellor announced additional planned reductions to 17% (to be effective 1 April 2020). This will reduce the company's future tax charges accordingly.

8 Investment in subsidiaries

Company	£
At 31 March 2016	9,320,264
Impairment	(9,320,264)
At 31 March 2017	0

On 30 September 2016 the trade and assets of the subsidiary undertaking was transferred to Community Homes of Intensive Care and Education Limited, a group undertaking. As a result of the transfer the value of the company's investment in that subsidiary fell below the amount at which it was stated in the company's accounting records. Part 16 to the Companies Act 2006 requires that the investment be written down accordingly and that the amount be charged to the company's profit and loss account.

Truecare Holdings Limited

Notes to the financial statements (continued) For the year ended 31 March 2017

8 Investment in subsidiaries (continued)

The company had the following principal subsidiaries at 31 March 2017:

Name of undertaking	Country of incorporation	Description of shares held	Proportion of nominal value of issued shares held by group	Principal Activity
Truecare Group Limited	United Kingdom	£1 A1 ordinary	100%	Dormant
Choice Care Group Limited	United Kingdom	£1 A Ordinary	100%	Dormant

9 Trade and other receivables

	Year ended 31-Mar-17	Year ended 31-Mar-16
	£	£
Current		
Amounts owed by group undertakings	1	7,108,459
	1	7,108,459

10 Trade and other payables

	Year ended 31-Mar-17	Year ended 31-Mar-16
	£	£
Current		
Amounts owed to group undertakings	0	7,433,203
	0	7,433,203

11 Called up share capital

	Year ended 31-Mar-17	Year ended 31-Mar-16
	£	£
Authorised:		
0 (2016: 76,510) preferred ordinary shares of 1p each	0	765
100 (2016: 24,490) 'B' ordinary shares of 1p each	1	245
	1	1,010
Allotted, called up and fully paid:		
0 (2016: 76,510) preferred ordinary shares of 1p each	0	765
100 (2016: 24,490) 'B' ordinary shares of 1p each	1	245
	1	1,010

Truecare Holdings Limited

Notes to the financial statements (continued)

For the year ended 31 March 2017

11 Called up share capital (continued)

The preferred ordinary shares and B Ordinary shares rank pari passu as if they constituted one class of shares. The shares have full voting, dividend and capital distribution rights.

On 24 October 2016 the company reduced its preferred ordinary shares to nil and reduced its B Ordinary shares from 24,490 to 100 by way of a permitted capital reduction under Companies Act 2006.

12 Ultimate controlling party

The immediate parent company is Caledonia Choice 3 Limited which is a private company incorporated in the United Kingdom. The ultimate parent company is Caledonia Investments plc, a company incorporated in the United Kingdom. The smallest and largest company to consolidate these financial statements is Caledonia Choice Limited which is a private company incorporated in the United Kingdom. A copy of the parent organisation's financial statements can be obtained by writing to Caledonia Choice Limited, Linden House, Lime Walk, Bagshot Road, Bracknell, Berkshire, RG12 9DY.