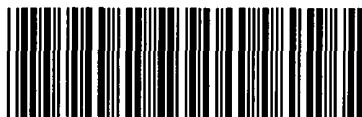


Registered number: 05883546

RHYS DAVIES HOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2017

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RHYS DAVIES HOLDINGS LIMITED

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RHYS DAVIES HOLDINGS LIMITED

COMPANY INFORMATION

Directors	P Hodgkiss M Richmond
Company secretary	S Thomas
Registered number	05883546
Registered office	Moy Road Industrial Estate Taffs Well Mid Glamorgan CF15 7QR
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors One Kingsway Cardiff CF10 3PW
Bankers	National Westminster Bank plc 1 Taff Street Pontypridd CF37 4UU
Solicitors	Berry Smith LLP Haywood House Cardiff CF10 4UU

RHYS DAVIES HOLDINGS LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2017

The directors present the Strategic Report of Rhys Davies Holdings Limited (the "company") for the year ended 31 August 2017.

Business review

The company has acted as an intermediate holding company and remained dormant during the year and management currently have no intentions to recommence any activity.

Principal risks and uncertainties

Given that the company is dormant the directors do not consider there to be any principal risks or uncertainties facing the company.

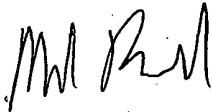
Financial key performance indicators

The company has acted as an intermediate holding company and remained dormant during the year and the directors, therefore, do not consider it to be relevant to provide an analysis of Key Performance Indicators.

This report was approved by the board on

9 February 2018

and signed on its behalf by:



M Richmond
Director

RHYS DAVIES HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2017

The directors present their annual report and the audited financial statements of Rhys Davies Holdings Limited (the "company") for the year ended 31 August 2017.

Directors

The directors who served during the year and up to the date of signing the financial statements were:

P Hodgkiss
M Richmond

Financial risk management

Given that the company is dormant the directors do not consider there to be any financial risks facing the company.

Qualifying third party indemnity provisions

As permitted by the Articles of Association, each of the Directors has the benefit of an indemnity, which is a qualifying third-party indemnity as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the tenure of each Director during the last financial year and is currently in force. The company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors. No indemnity is provided for the company's auditors.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, the Directors' 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 United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

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

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and 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.

RHYS DAVIES HOLDINGS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 AUGUST 2017**

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.


Independent auditors

Under section 487(2) of the Companies Act 2006, PricewaterhouseCoopers LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the financial statements with the registrar, whichever is earlier.

This report was approved by the board on

9 FEBRUARY 2018

and signed on its behalf by:



M Richmond
Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF RHYS DAVIES HOLDINGS LIMITED

Report on the audit of the financial statements

Opinion

In our opinion Rhys Davies Holdings Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 August 2017 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 August 2017; the Profit and Loss account and the Statement of Changes in Equity for the year ended 31 August 2017; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion on, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF RHYS DAVIES HOLDINGS LIMITED
(CONTINUED)**

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 August 2017 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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.

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

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

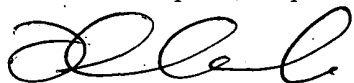
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Jason Clarke (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cardiff

Date: 9 February 2018

RHYS DAVIES HOLDINGS LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 AUGUST 2017**

The company has not traded during the year or the preceding financial year. During these periods, the company received no income and incurred no expenditure and therefore made neither profit or loss.

RHYS DAVIES HOLDINGS LIMITED
REGISTERED NUMBER: 05883546

BALANCE SHEET
AS AT 31 AUGUST 2017

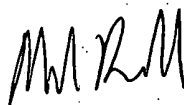
	Note	2017 £	2016 £
Fixed assets			
Investments	6	<u>50,000</u>	<u>50,000</u>
Current assets			
Debtors	7	400,015	400,015
Creditors: amounts falling due within one year	8	<u>(400,015)</u>	<u>(400,015)</u>
Net current assets		<u>-</u>	<u>-</u>
Total assets less current liabilities		<u><u>50,000</u></u>	<u><u>50,000</u></u>
Capital and reserves			
Called up share capital	9	<u>50,000</u>	<u>50,000</u>
Total shareholders' funds		<u><u>50,000</u></u>	<u><u>50,000</u></u>

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

9 February 2018

by:

M Richmond
 Director



The notes on pages 10 to 14 form part of these financial statements.

RHYS DAVIES HOLDINGS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 AUGUST 2017**

	Called up share capital £	Total shareholders' funds £
At 1 September 2015	50,000	50,000
Comprehensive income for the financial year		
Result for the financial year	-	-
Total comprehensive income for the financial year		-
At 1 September 2016	50,000	50,000
Comprehensive income for the financial year		
Result for the financial year	-	-
Total comprehensive income for the financial year		-
At 31 August 2017	50,000	50,000

RHYS DAVIES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2017

1. General information

Rhys Davies Holdings Limited's (the "company") principal activity is that of a holding company.

The company is a private company limited by shares and is incorporated and domiciled in England and Wales. The address of its registered office is: Moy Road Industrial Estate, Taffs Well, Mid Glamorgan, CF15 7QR.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared on going concern basis, 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 judgment in applying the company's accounting policies (see note 3).

The company is itself a subsidiary company and is exempt from the requirement to prepare group financial statements by virtue of Section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and note about its group.

The principal accounting policies, which have been applied consistently throughout the year, are set out below.

2.2 Financial reporting standard 102 - reduced disclosure exemptions

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

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Pennboro Limited as at 31 August 2017 and these financial statements may be obtained from Moy Road Industrial Estate, Taffs Well, Cardiff, CF15 7QR.

2.3 Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2017**

2. Accounting policies (continued)

2.4 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.5 Financial instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Profit and Loss Account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.6 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

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 company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. There are estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year and are addressed below.

RHYS DAVIES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2017

4. Auditors' remuneration

Audit fees have been borne by Rhys Davies & Sons Limited and no recharge has been made in respect of these.

5. Directors' remuneration

During the year, no director received any emoluments (2016: £Nil). The directors' remuneration was paid by other group companies, with no specific allocation made as it is not possible to make an accurate apportionment of their emoluments in respect of each subsidiary.

6. Investments

	Investments in subsidiaries £
Cost	
At 1 September 2016	50,000
At 31 August 2017	50,000
Net book value	
At 31 August 2017	50,000
At 31 August 2016	50,000

RHYS DAVIES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2017

6. Investments (continued)

Direct subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding	Principal activity
Rhys Davies Limited	Ordinary	100 %	Dormant

Indirect Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding	Principal activity
Rhys Davies & Sons Limited	Ordinary	100 %	Haulage services
Rhys Davies Forwarding Limited	Ordinary	100 %	Dormant
Rhys Davies Freight Logistics (Scotland) Limited	Ordinary	100 %	Dormant
Hill's Transport (Cardiff) Limited	Ordinary	100 %	Dormant
Rhys Davies & Sons (Haulage) Limited	Ordinary	100 %	Dormant
Rhys Davies Freight Logistics Limited	Ordinary	100 %	Dormant

Name

Registered office

Rhys Davies Limited

Moy Road Industrial Estate, Taffs Well, Mid Glam,
CF15 7QR

Rhys Davies & Sons Limited

Moy Road Industrial Estate, Taffs Well, Mid Glam,
CF15 7QR

Rhys Davies Forwarding Limited

Moy Road Industrial Estate, Taffs Well, Mid Glam,
CF15 7QR

Rhys Davies Freight Logistics (Scotland) Limited

Unit 5, Murraysgate Industrial Estate, Whitburn,
EH47 0LE

Hill's Transport (Cardiff) Limited

Moy Road Industrial Estate, Taffs Well, Mid Glam,
CF15 7QR

Rhys Davies & Sons (Haulage) Limited

Moy Road Industrial Estate, Taffs Well, Mid Glam,
CF15 7QR

Rhys Davies Freight Logistics Limited

Moy Road Industrial Estate, Taffs Well, Mid Glam,
CF15 7QR

7. Debtors

	2017	2016
	£	£
Amounts owed by group undertakings	400,015	400,015

8. Creditors: Amounts falling due within one year

	2017	2016
	£	£
Amounts owed to group undertakings	400,015	400,015

RHYS DAVIES HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2017

9. Called up share capital

	2017 £	2016 £
Shares classified as equity		
Allotted, called up and fully paid		
50,000 (2016: 50,000) Ordinary shares of £1 (2016: £1) each	<u>50,000</u>	<u>50,000</u>

10. Ultimate parent undertaking and controlling party

At 31 August 2017, Pennboro Limited, a company registered in England and Wales, is considered to be the immediate and ultimate parent company.

Pennboro Limited is the parent undertaking of the smallest and largest group of undertakings to consolidate the financial statements at 31 August 2017. Copies of Pennboro Limited consolidated financial statements can be obtained from Company Secretary, Pennboro Limited, Moy Road Industrial Estate, Taffs Well, Cardiff, CF15 7QR.

M Richmond and P Hodgkiss are the ultimate controlling parties by virtue of their equal interest in the equity capital of Pennboro Limited.