

Three Swans Pharmacy Limited

Directors' report and financial statements

Registered number 06975508

Year ending 30 June 2023



Contents

Page

Directors' report

2

Statement of Directors' responsibilities in respect of the financial statements

3

Balance sheet

4

Statement of changes in equity

5

Notes to the Financial Statements

6

Directors' report

The Directors present their report and the unaudited financial statements for the year ended 30 June 2023.

Principal activities and future developments

The Company did not trade throughout the year and it is expected that the Company will remain non-trading.

During the year the Company passed a Special Resolution to undertake a capital reduction of £150,007 to reduce its share capital to £1 and its share premium to nil.

Dividend

During the year, the directors declared and paid a dividend a dividend-in-specie of £98,970 (year ended 30 June 2022: £nil).

Directors

The Directors of the company who were in office during the year and up to the date of signing the financial statements were as follows:

S Hobbs
K R Jacob

The Directors benefited from third party indemnity provisions in place during the financial year and at the date of this report.

Company Secretary

T R J Ferguson

Financial Risk Management

The principal financial risk of the Company relates to the generation and availability of sufficient funds to meet business needs. The policy on overall liquidity is to ensure that the Well group has sufficient funds to facilitate all on-going operations.

Corporate Governance

The Company is an indirect subsidiary of Bestway Panacea Holdings Limited. The Directors of Bestway Panacea Holdings Limited sit on the Well Businesses Board who determine the major operating decisions of this Company.

The Board meets monthly and reviews operating performance against the strategic business plan and detailed management budgets. This strategic business plan incorporates all aspects of strategy and associated risks; all proposals for contract variations are vetted before approval against the plan. The Board reserves its own decision on contractual expenditure above a certain amount and associated funding.

The Board, after seeking appropriate external advice, decides upon the accounting policies which are appropriate for the Company and ensures they are consistently applied. The Board has instigated a rigorous process of internal control, under the discipline of contractual agreements, in order to safeguard the outcomes for the Company in terms of operational performance, financial control, legal and regulatory compliance provisions for risk factors and longer term relationships.

Political contributions

The Company has made no political donations during the year (period ended 30 June 2022: £nil).

Going concern

The financial statements are prepared on the basis that directors expect the Company will be dissolved within 12 months from the date of the signing of these financial statements. An application to strike the Company off register commenced in July 2023 which the directors expect to be completed within the current financial year.

Small companies provision statement

This report has been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

Directors' Report (continued)

Statement of Directors' responsibilities in respect of the financial statements

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

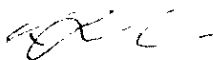
Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

On behalf of the Board



K R Jacob
Director

Registered Office:
Merchants Warehouse
Castle Street
Manchester

Date: 22 March 2024

M3 4LZ

**Balance Sheet
at 30 June 2023**

	Notes	As at 30 June 2023 £	As at 30 June 2023 £	As at 30 June 2022 £	As at 30 June 2022 £
Current assets					
Trade and other receivables	4	1		96,971	
Cash at bank and in hand		-		-	
Total current assets		1		96,971	
Creditors: Amounts falling due within one year		-		-	
Net current assets			1		96,971
Total assets less current liabilities			1		96,971
Net Assets			1		96,971
Capital and reserves					
Called up share capital	5		1		16
Share premium reserve			-		149,992
Profit and loss account			-		(53,037)
Total shareholders' funds			1		96,971

The financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

For the year ending 30 June 2023 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

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

The notes on pages 6 to 7 form an integral part of these Financial Statements.

These financial statements on pages 4 to 7 were approved by the Board of Directors on 22 March 2024 and were signed on its behalf by:



K R Jacob
Director
Company Registered Number: 06975508

Statement of changes in equity
for the period ended 30 June 2023

	Called up share capital £	Share premium reserve £	Profit and loss account £	Total equity £
Balance at 1 July 2021	16	149,992	(53,037)	96,971
Profit for the year	-	-	-	-
Balance at 30 June 2022	16	149,992	(53,037)	96,971
Balance at 1 July 2022	16	149,992	(53,037)	96,971
Capital reduction	(15)	(149,992)	150,007	-
Dividend in specie	-	-	(96,970)	(96,970)
Balance at 30 June 2023	1	-	-	1

The notes on pages 6 to 7 form part of these Financial Statements.

Notes to the Financial Statements

1 Accounting policies

Reporting entity

Three Swans Pharmacy Limited (the Company) is a private company limited by shares and domiciled in England and Wales in the UK. The address of the Company's registered office is Merchants Warehouse, Castle Street, Manchester, M3 4LZ.

Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101') under the historical cost convention.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards in conformity with the requirements of the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's parent undertaking, Bestway Panacea Holdings Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Bestway Panacea Holdings Limited, which are prepared in accordance with International Financial Reporting Standards, are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

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

- Paragraph 36 of IAS 1, 'Presentation of financial statements' - comparative information requirements in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1 a reconciliation of share capital;
 - (ii) paragraph 73(e) of IAS 16, 'Property, plant and equipment' a reconciliation of fixed assets;
 - (iii) paragraph 118(e) of IAS 38, 'Intangible assets' a reconciliation of intangible assets.
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d) a statement of cash flows for the period;
 - 16 a statement of compliance with all IFRS;
 - 38A a requirement for a minimum of two primary statements, including cash flow statements;
 - 111 cash flow statement information; and
 - 134-136 capital management disclosures.
- IAS 7, 'Statement of cash flows'.
- Paragraphs 30 and 31 of IAS 8, 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.
- The requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15, 'Revenue from Contracts with Customers'.
- Paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairment of assets in respect of the impairment of goodwill and indefinite life intangible assets.
- Paragraphs 91 to 99 of IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7.

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Going concern

The financial statements are prepared on the basis that directors expect the Company will be dissolved within 12 months from the date of the signing of these financial statements. An application to strike the Company off register commenced in July 2023 which the directors expect to be completed within the current financial year.

Judgements and key areas of estimation uncertainty

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires the company's directors to exercise judgment in applying the company's accounting policies.

The Directors do not consider there to be any significant judgements or key areas of estimation uncertainty.

Notes to the Financial Statements (continued)

4 Trade and other receivables

	30 June 2023	30 June 2022
	£	£
Amounts due to group undertakings	1	96,971
	<u>1</u>	<u>96,971</u>

Amounts owing from group undertakings are unsecured, interest free, have no fixed date of repayment, and are repayable on demand.

5 Called up share capital

	30 June 2023	30 June 2022
	£	£
<i>Allotted, called up and fully paid</i>		
1 Ordinary shares of £1 each (2022: 16)	1	16
	<u>1</u>	<u>16</u>

6 Contingent liabilities

The Company had no contingent liabilities at 30 June 2023.

7 Commitments

There are no capital commitments at the end of the current period and preceding financial period.

8 Ultimate parent company

Control of the group

The immediate parent undertaking of the Company is Bestway National Chemists Limited (registered address: Well, Merchants Warehouse, Castle Street, Castlefield, Manchester, England, M3 4LZ) and the ultimate parent undertaking and controlling party of this Company is Bestway Group Limited (registered address: Newport House, 15 The Grange, St Peter Port, Guernsey, GY1 2QL; Reg. No: 88536).

The largest and smallest group in which the results of the company are consolidated is that headed by Bestway Panacea Holdings Limited. Copies of the group financial statements are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

9 Related parties

The Company has a related party relationship with its subsidiaries, associates, and with its Directors and key management. The Company has taken advantage of exemptions conferred by FRS 101 not to disclose transactions and amounts due to and from fellow group companies that are wholly owned by the ultimate parent company.