

Registration number: SC492961

Kingdom Holding Group Limited

Annual Report and Unaudited Financial Statements

for the Period from 1 June 2021 to 31 March 2022



Kingdom Holding Group Limited

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Kingdom Holding Group Limited

Company Information

Director	Dr Jagdeep Singh Hans
Company secretary	Oakwood Corporate Secretary Limited
Registered office	25 Queen Street Edinburgh EH2 1JX

Kingdom Holding Group Limited

Strategic Report for the Period from 1 June 2021 to 31 March 2022

Introduction

The Director presents this strategic report for the period ended 31 March 2022.

Principal activity

The principal activity of the company is an intermediary holding company. The principal activity of the Group is the provision of dental services.

Business review

The Company is an intermediary holding company within a Group that provides dental services to more than 300,000 patients across Scotland.

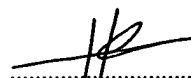
Principal risks and uncertainties

As a holding company, with no trade, the directors are of the view that there are no significant risks that require disclosure.

Financial key performance indicators

As the Company is a holding company, the directors are of the opinion that KPIs are not necessary for the understanding of the performance but rather that KPIs are monitored at a Group level. The Executive Management team monitors key performance indicators on a weekly and monthly basis. The primary KPIs for the Group are Turnover and EBITDA. These KPIs are measured against historical performance and budget. Turnover for the ten month period to March 2022 for the Group was £16,702,196 (14 months to May 2021: £11,921,502) and EBITDA was £4,464,773, including furlough income (£462,514) and excluding one-off non-recurring costs (£122,932).

Approved and authorised by the director on 31 March 2023



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Dr Jagdeep Singh Hans
Director

Kingdom Holding Group Limited

Director's Report for the Period from 1 June 2021 to 31 March 2022

The director presents their report and the financial statements for the period from 1 June 2021 to 31 March 2022.

Directors of the company

The directors who held office during the period were as follows:

Dr Jagdeep Singh Hans

Satinder Singh Dhani (ceased 1 June 2021)

Directors' responsibilities statement:

Directors' responsibilities:

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

Results and dividends

The profit for the period, after taxation and minority interests, amounted to £332,263 (2021 - loss £765,419).

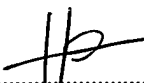
Matters covered in the Strategic Report

As permitted by Paragraph 1A Schedule 7 to the Large and Medium-sized Companies and Groups (Accounts and report) Regulations 2008 certain matters which are required to be disclosed in the Director's report have been omitted as they are included in the Strategic Report instead. These matters relate to business review, principal risks and uncertainties, financial key performance indicators and other key performance indicators.

Going concern

After reviewing the company's forecasts and projections, the director has a reasonable expectation that the company can remain a viable, going concern for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing the financial statements.

Approved and authorised by the director on 31 March 2023


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Dr Jagdeep Singh Hans
Director

Kingdom Holding Group Limited

Profit and Loss Account for the Period from 1 June 2021 to 31 March 2022

	Note	2022 £	2021 £
Turnover		-	-
Gross profit/(loss)		-	-
Administrative expenses		623,495	(415,144)
Operating profit/(loss)		623,495	(415,144)
Other interest receivable and similar income	4	2,048,791	-
Interest payable and similar expenses	5	(2,102,686)	(350,265)
		(53,895)	(350,265)
Profit/(loss) before tax		569,600	(765,409)
Tax on profit/(loss)	8	(237,337)	(10)
Profit/(loss) for the financial period		332,263	(765,419)

The above results were derived from continuing operations.

The company has no recognised gains or losses for the period other than the results above.

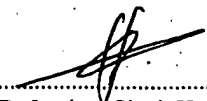
Kingdom Holding Group Limited

(Registration number: SC492961)
Balance Sheet as at 31 March 2022

	Note	2022 £	2021 £
Fixed assets			
Investments	9	4,291,398	145,300
Debtors	10	34,068,553	-
		<u>38,359,951</u>	<u>145,300</u>
Current assets			
Debtors	10	3,148,118	5,388,443
Creditors: Amounts falling due within one year	11	(8,779,825)	(810,070)
Net current (liabilities)/assets		<u>(5,631,707)</u>	<u>4,578,373</u>
Total assets less current liabilities		32,728,244	4,723,673
Creditors: Amounts falling due after more than one year	11	(34,068,553)	(6,396,245)
Net liabilities		<u>(1,340,309)</u>	<u>(1,672,572)</u>
Capital and reserves			
Called up share capital		200	200
Retained earnings		<u>(1,340,509)</u>	<u>(1,672,772)</u>
Shareholders' deficit		<u>(1,340,309)</u>	<u>(1,672,572)</u>

For the financial period ending 31 March 2022 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Approved and authorised by the director on 31 March 2023



 Dr Jagdeep Singh Hans
 Director

Kingdom Holding Group Limited

Statement of Changes in Equity for the Period from 1 June 2021 to 31 March 2022

	Share capital £	Retained earnings £	Total £
At 1 June 2021	200	(1,672,772)	(1,672,572)
Profit for the period	-	332,263	332,263
At 31 March 2022	200	(1,340,509)	(1,340,309)
	Share capital £	Retained earnings £	Total £
At 1 April 2020	200	(907,353)	(907,153)
Loss for the period	-	(765,419)	(765,419)
At 31 May 2021	200	(1,672,772)	(1,672,572)

The notes on pages 7 to 17 form an integral part of these financial statements.

Kingdom Holding Group Limited

Notes to the Unaudited Financial Statements for the Period from 1 June 2021 to 31 March 2022

1 General information

The company is a private company limited by share capital, incorporated in Scotland.

The address of its registered office is:

25 Queen Street

Edinburgh

EH2 1JX

United Kingdom

These financial statements were authorised for issue by the director on 31 March 2023.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland and the Companies Act 2006'.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

The financial statements are prepared in GBP, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

Judgements in applying accounting policies and key sources of estimation uncertainty

In applying the Group's accounting policies, the Directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The Directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ. 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.

The key judgements made by management include:

Investments:

The Group performs value in use analysis on each investment to identify any instances of impairment, by forecasting EBITDA by practice over the next 5 years and multiplying by a multiple in line with industry analysis.

Kingdom Holding Group Limited

Notes to the Unaudited Financial Statements for the Period from 1 June 2021 to 31 March 2022

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 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Thistle Holdco Limited as at 31 March 2022 and these financial statements may be obtained from Companies House.

Name of parent of group

These financial statements are consolidated in the financial statements of Thistle Holdco Limited.

The financial statements of Thistle Holdco Limited may be obtained from;
3rd Floor, 1 Ashley Road
Altrincham
Cheshire
United Kingdom
WA14 2DT.

Going concern

After reviewing the company's forecasts and projections, the director has a reasonable expectation that the company can remain a viable, going concern for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing the financial statements.

Exemption from preparing group accounts

The financial statements contain information about Kingdom Holding Group Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent, Thistle Holdco Limited.

Tax

The tax expense for the period comprises current tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

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 in the countries where the company operates and generates taxable income.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position date, except that:

- The recognition of deferred tax asset is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Kingdom Holding Group Limited

Notes to the Unaudited Financial Statements for the Period from 1 June 2021 to 31 March 2022

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Investments

Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

Trade 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.

Trade 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.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the profit and loss account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

3 Other gains and losses

The analysis of the company's other gains and losses for the period is as follows:

	2022	2021
	£	£
Gain from disposals of investments	1,535,900	-

Kingdom Holding Group Limited

Notes to the Unaudited Financial Statements for the Period from 1 June 2021 to 31 March 2022

4 Other interest receivable and similar income

	2022	2021
	£	£
Interest receivable	<u>2,048,791</u>	<u>-</u>

5 Interest payable and similar expenses

	2022	2021
	£	£
Interest on bank overdrafts and borrowings	<u>2,102,686</u>	<u>350,265</u>

6 Staff costs

The average number of persons employed by the company (including the director) during the period, analysed by category was as follows:

	2022	2021
	No.	No.
Management	<u>1</u>	<u>2</u>

The highest paid Director received remuneration of £Nil (2021 - Nil).

7 Auditors' remuneration

	2022	2021
	£	£
Audit of the financial statements	<u>-</u>	<u>56,000</u>

8 Taxation

Tax charged/(credited) in the profit and loss account

	2022	2021
	£	£
Current taxation		
UK corporation tax	<u>237,337</u>	<u>10</u>

Kingdom Holding Group Limited

Notes to the Unaudited Financial Statements for the Period from 1 June 2021 to 31 March 2022

The tax on profit before tax for the period is the same as the standard rate of corporation tax in the UK (2021 - the same as the standard rate of corporation tax in the UK) of 19% (2021 - 19%).

The differences are reconciled below:

	2022 £	2021 £
Profit/(loss) before tax	569,600	(765,409)
Corporation tax at standard rate	108,224	(145,428)
Effect of expense not deductible in determining taxable profit (tax loss)	181,375	78,888
Deferred tax credit from unrecognised temporary difference from a prior period	-	(165,728)
Tax (decrease)/increase arising from group relief	(52,262)	232,278
Total tax charge	237,337	10

Factors that may affect future tax charges

The UK Government announced in the 2021 budget that from 1st April 2023, the rate of UK corporation tax will increase from 19% to 25%. Companies with profits of £50,000 or less will continue to be taxed at 19%, which is a new small profits rate. Where taxable profits are between £50,000 and £250,000, the higher 25% rate will apply but with a marginal relief applying as profits increase.

9 Investments

	2022 £	2021 £
Investments in subsidiaries	4,291,398	145,300
Subsidiaries		£
Cost or valuation		
At 1 June 2021		145,300
Additions		4,146,098
At 31 March 2022		4,291,398
Carrying amount		
At 31 March 2022		4,291,398
At 31 May 2021		145,300

Details of undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Kingdom Holding Group Limited

Notes to the Unaudited Financial Statements for the Period from 1 June 2021 to 31 March 2022

Undertaking	Registered office	Holding	Proportion of voting rights and shares held	
			2022	2021
Subsidiary undertakings				
The Real Good Dental Company Ltd	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	100%
Firth of Forth Clinical Ltd	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	100%
Westerwood Smile Ltd	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	50.5%
Gorgie Dental Limited	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	100%
Bathgate Dental Practice Ltd	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	100%
H Maclean Limited	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	100%
Byres Road Dental Practice Limited	25 Queens Street Edinburgh EH2 1JX Scotland	Ordinary	100%	0%
BMR Holdco Limited	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	0%
Blackhills Clinic Limited	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	0%

Kingdom Holding Group Limited

Notes to the Unaudited Financial Statements for the Period from 1 June 2021 to 31 March 2022

Undertaking	Registered office	Holding	Proportion of voting rights and shares held	
			100%	0%
A&S McGregor Limited	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	0%
The Renfrew Dental Centre Limited	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	0%
Essential Dental Care Limited	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	0%
Eilertsen Holdings Limited	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	0%
Eilertsen Dental Care Limited	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	0%
Glenburn Dental Limited	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	0%
Skye Dental Limited	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	0%
Devonshire Dental Care Limited	25 Queen Street Edinburgh EH2 1JX Scotland	Ordinary	100%	0%
Glenrothes Dental Practice Limited	Spiersbridge Business Park 1 Spiersbridge Way Thornliebank Glasgow G46 8NG Scotland	Ordinary	100%	100%

Kingdom Holding Group Limited

Notes to the Unaudited Financial Statements for the Period from 1 June 2021 to 31 March 2022

Subsidiary undertakings

The Real Good Dental Company Ltd

The principal activity of The Real Good Dental Company Ltd is dental practitioner.

Firth of Forth Clinical Ltd

The principal activity of Firth of Forth Clinical Ltd is dental practitioner.

Westerwood Smile Ltd

The principal activity of Westerwood Smile Ltd is facial aesthetics provider.

Gorgie Dental Limited

The principal activity of Gorgie Dental Limited is dental practitioner.

Bathgate Dental Practice Ltd

The principal activity of Bathgate Dental Practice Ltd is dental practitioner.

H Maclean Limited

The principal activity of H Maclean Limited is dental practitioner.

Byres Road Dental Practice Limited

The principal activity of Byres Road Dental Practice Limited is dental practitioner.

BMR Holdco Limited

The principal activity of BMR Holdco Limited is holding company.

Blackhills Clinic Limited

The principal activity of Blackhills Clinic Limited is dental practitioner.

A&S McGregor Limited

The principal activity of A&S McGregor Limited is dental practitioner.

The Renfrew Dental Centre Limited

The principal activity of The Renfrew Dental Centre Limited is dental practitioner.

Essential Dental Care Limited

The principal activity of Essential Dental Care Limited is dental practitioner.

Eilertsen Holdings Limited

The principal activity of Eilertsen Holdings Limited is holding company.

Eilertsen Dental Care Limited

The principal activity of Eilertsen Dental Care Limited is dental practitioner.

Kingdom Holding Group Limited

Notes to the Unaudited Financial Statements for the Period from 1 June 2021 to 31 March 2022

Glenburn Dental Limited

The principal activity of Glenburn Dental Limited is dental practitioner.

Skye Dental Limited

The principal activity of Skye Dental Limited is dental practitioner.

Devonshire Dental Care Limited

The principal activity of Devonshire Dental Care Limited is dental practitioner.

Glenrothes Dental Practice Limited

The principal activity of Glenrothes Dental Practice Limited is dormant.

10 Debtors

	Note	2022 £	2021 £
Amounts owed by group undertakings	14	3,024,133	4,575,335
Other debtors		<u>123,985</u>	<u>813,108</u>
		<u><u>3,148,118</u></u>	<u><u>5,388,443</u></u>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

	Note	2022 £	2021 £
Non-current			
Amounts owed by group undertakings	14	<u>34,068,553</u>	<u>-</u>

Amounts owed by group undertakings are unsecured, interest bearing (a margin above SONIA) and are repayable 10 years from the date of agreement.

Kingdom Holding Group Limited

Notes to the Unaudited Financial Statements for the Period from 1 June 2021 to 31 March 2022

11 Creditors

	Note	2022 £	2021 £
Due within one year			
Loans and borrowings	13	-	424,060
Amounts due to group undertakings	14	8,542,478	-
Accruals		-	386,000
UK Corporation tax	8	237,347	10
		<u>8,779,825</u>	<u>810,070</u>

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

Due after one year

Loans and borrowings	13	-	6,396,245
Amounts owed to group undertakings		<u>34,068,553</u>	<u>-</u>
		<u>34,068,553</u>	<u>6,396,245</u>

Amounts owed to group undertakings are unsecured, interest applies at 8% and are repayable in 10 years from date of agreement.

12 Share capital

Allotted, called up and fully paid shares

	2022		2021	
	No.	£	No.	£
Ordinary of £1 each	<u>200</u>	<u>200</u>	<u>200</u>	<u>200</u>

13 Loans and borrowings

	2022 £	2021 £
Non-current loans and borrowings		
Bank borrowings	<u>-</u>	<u>6,396,245</u>

Kingdom Holding Group Limited

Notes to the Unaudited Financial Statements for the Period from 1 June 2021 to 31 March 2022

	2022 £	2021 £
Current loans and borrowings		
Bank borrowings	-	424,060

14 Related party transactions

As a wholly owned subsidiary of Thistle Bidco Limited, the Company has taken advantage of the exemption provided by FRS 102 s33.1A whereby disclosures need not be given of transactions entered between two or more members of a group provided that any subsidiary which is party to the transaction is wholly owned by such a member.

15 Parent and ultimate parent undertaking

The company's immediate parent is Thistle Bidco Limited, incorporated in England and Wales.

The ultimate parent is Thistle Holdco Limited, incorporated in England and Wales.

The most senior parent entity producing publicly available financial statements is Thistle Holdco Limited. These financial statements are available upon request from 3rd Floor 1 Ashley Road, Altrincham, Cheshire, United Kingdom, WA14 2DT.

The ultimate controlling party is Thistle Holdco Limited.

The parent of the largest group in which these financial statements are consolidated is Thistle Holdco Limited, incorporated in England and Wales.