

Registered No: 2374797

North West Water International Limited

Report and Unaudited Financial Statements

31 March 2023



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Registered No: 2374797

Directors and other information

Directors

DA Hill

UU Secretariat Limited

Secretary

UU Secretariat Limited

Registered office

Haweswater House

Lingley Mere Business Park

Lingley Green Avenue

Great Sankey

Warrington

WA5 3LP

Directors' report

The directors present their report and the unaudited financial statements for the year ended 31 March 2023 for North West Water International Limited, a private company limited by shares and incorporated and registered in England and Wales. *No significant accounting transactions' during the accounting period and as such, the company is dormant for the year ended 31 March 2023.*

But for the company being a member of an ineligible group, as the United Utilities group includes companies whose transferable securities are admitted to trading on a UK regulated market, North West Water International Limited would meet the criteria required to qualify as a small company.

The Companies Act 2006 allows certain disclosure exemptions in relation to the strategic report and directors' report if a company were to be entitled to the small companies' regime but for being a member of an ineligible group.

The directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

Strategic report

The company meets the size criteria required to qualify as a small company and is therefore not required to provide a strategic report.

Principal activities and review of business

The principal activity of the company was to develop overseas water and wastewater opportunities for the United Utilities group by way of consulting services and major operating concession contracts, along with holding interests in overseas contracts and investments. The company did not carry out its principal activity during the current or prior year, and does not anticipate doing so in the future, and the only activity now recorded in the company relates to resolution of the matters discussed below.

The company was a partner in a consortium known as the NOSS Consortium (the "Consortium"), which was engaged in the construction of a sewerage treatment works and associated sewerage network in Bangkok which commenced in late 1993 following the submission of a tender in 1992. The contract value at the time of the award was £150 million and the contract period was 38 months.

The contract was affected by delays and additional work as a result of changes to the specification required by the client's engineer and the failure of the client to provide appropriate possession of essential sites. As a consequence of these problems, a provision of £83 million was charged to the profit and loss account in the year ended 31 March 1997. This reflected a decision by the client to cease negotiations on the increased costs that the project had incurred indicating at that time that the Consortium should register a formal dispute and seek recovery through arbitration.

On 6 March 1998, the Consortium terminated the contract and issued a notice of arbitration against the client. Despite termination of the contract in March 1998 the Bangkok Metropolitan Administration ("BMA") issued termination notices in June 1999 and purported to terminate the contract in September of the same year. In October 1999, the BMA made a call on the various performance and advance payment bonds to the value of £11.4 million.

An arbitral hearing took place on 3 June 2011, in which this dispute was settled and the settlement agreement was signed by both parties. A letter releasing the company from its performance bond was also received by the company on the same date. On 14 June 2011, a settlement sum of £6.2 million was paid to the client.

On 12 July 2012 the Consortium was dissolved under Thai law. The Consortium filed liquidation accounts on 22 October 2012, and the liquidation of the Consortium was completed on 11 May 2016.

In respect of the company's Thai subsidiary Water Resources Limited ("WRL"), dissolution of the company was registered with the Thai Ministry of Commerce on 26 July 2016, and liquidation of the company in accordance with Thai law and practice commenced on 10 August 2016. The completion of the liquidation of WRL was registered with the Thai Ministry of Commerce on 2 May 2017 and its Thai Tax

Directors' report

Identification number was surrendered to the Thai Revenue Department in accordance with Thai practice on 25 May 2017.

The dissolution of the company's only remaining Thai subsidiary, Manta Management Services Limited, was registered with the Thai Ministry of Commerce on 22 February 2018, and the liquidation completed in February 2021.

Debt waivers for intercompany liability positions were received in the year ending 31 March 2022 and the company's remaining net assets relate to the balance to be remitted from Thailand.

Going concern

As the company did not trade during the current or prior year and does not anticipate trading in the future, and given that its only remaining subsidiary was liquidated in February 2021 by the Thai Ministry of Commerce, the financial statements have been prepared on a basis other than that of a going concern. The effect of this is explained in note 1. At the date of signing of these financial statements, no further revenues are expected.

Directors

The directors who held office during the year and to date are given below:

DA Hill

UU Secretariat Limited

During the year, directors' and officers' liability insurance was in force.

Approved by the board and signed on its behalf by:



DA Hill

Director

2 / August 2023

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS101 *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, relevant and reliable;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so. As explained in note 1, 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 are 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, and 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.

Income statement

for the year ended 31 March 2023

	Note	2023 £000	2022 £000
Net Operating expenses		-	-
Impairment of investment		-	(18)
Other income		-	94,202
Operating result / profit	2	-	94,184
Finance expense	4	-	(717)
Result / profit before tax		-	93,437
Tax	5	-	-
Result / profit after tax		-	93,437

All of the results shown above relate to discontinued operations.

The company had no recognised gains or losses in either year other than those contained in the income statement. Accordingly, a separate statement of other comprehensive income for the period has not been prepared.

The accompanying notes form part of these financial statements.

Statement of financial position

for the year ended 31 March 2023

	Note	2023 £000	2022 £000
ASSETS			
Current assets			
Investments	6	-	-
Trade and other receivables	7	11	11
Total assets		11	11
Total liabilities			
		-	-
Total net assets / liabilities		11	11
EQUITY			
Capital and reserves attributable to equity holders of the company			
Share capital	8	-	-
Share premium account		45,000	45,000
Retained earnings		(44,989)	(44,989)
Shareholders' equity		11	11

The company was dormant during the current year.

For the year ended 31 March 2023 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies. 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.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements of North West Water International Limited, registered number 2374797, were approved by the board of directors and authorised for issue on 21 August 2023. They were signed on its behalf by:



DA Hill
Director

Statement of changes in equity

for the year ended 31 March 2023

	Share capital £000	Share premium account £000	Retained earnings £000	Total £000
At 1 April 2021	-	45,000	(138,426)	(93,426)
Loss after tax	-	-	93,437	93,437
At 31 March 2022	-	45,000	(44,989)	11
Result after tax	-	-	-	-
At 31 March 2023	-	45,000	(44,989)	11

Notes to the financial statements

1. Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with United Kingdom Accounting Standards and applicable company law.

The company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) and so the financial statements have been prepared in accordance with FRS 101 *Reduced Disclosure Framework*. As such the recognition and measurement requirements of UK-adopted IFRS have been applied, with amendments where necessary in order to comply with Companies Act 2006.

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard in relation to accounting policies, cash flow statements, related party transactions, and certain comparative information.

Where required, equivalent disclosures are given in the group accounts of United Utilities Group PLC. The group accounts of United Utilities Group PLC are available to the public and can be obtained as set out in note 10. The financial statements are presented in sterling and all values are rounded to the nearest thousand pounds (£000) except when otherwise indicated.

Exemption from preparing group financial statements

The financial statements contain information about North West Water International Limited as an individual company. At 31 March 2023, the company was exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertaking were included by full consolidation in the financial statements of its ultimate parent United Utilities Group PLC, a company incorporated in Great Britain and registered in England and Wales.

Going concern

As the company did not trade during the current or prior year and does not anticipate trading in the future, and given that the liquidation of its only remaining subsidiary was registered with the Thai Ministry of Commerce during 2021, the financial statements have been prepared on a basis other than that of a going concern. The recognition and measurement requirements of UK-adopted IFRS have continued to be applied, with the decision to prepare the financial statements on a basis other than that of a going concern having had no material impact compared with if they had been prepared on a going concern basis.

Finance expense

Finance expenses are recognised in the income statement in the period in which they are accrued.

Tax

The tax expense represents current tax.

Current tax

Current tax, being UK corporation tax, is based on the taxable loss for the period and is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted at each reporting date. Taxable loss differs from the net loss as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Notes to the financial statements (continued)

1. Accounting policies (continued)

Current tax is charged or credited in the income statement, except when it relates to items charged or credited to equity, in which case the corporation tax is also dealt with in equity.

Investments

Investments are stated at cost less provision for impairment.

Foreign currencies

Transactions in foreign currencies are recorded at the exchange rates applicable on the dates of the transactions. At each reporting date, monetary assets and liabilities denominated in foreign currencies are translated into sterling at the relevant rates of exchange applicable on that date. Gains and losses arising on retranslation are included in net profit or loss for the period.

2. Operating result / profit

Operating result / profit is stated after crediting / (charging)	2023 £000	2022 £000
Impairment of investment	-	(18)
Waiver received on balances due to immediate parent undertaking	-	94,160
Waiver received on other liabilities	-	42

The impairment relates to the investment in Manta Management Services Limited.

Following the company falling dormant, it is exempt from the requirement for an audit in the current year under section 480 of the Companies Act 2006. Accordingly, no remuneration has been paid to a statutory auditor in the current year by either the company or another group undertaking on its behalf. The auditor's remuneration for the statutory audit of the company in the prior year was borne by another group undertaking. The amount attributable but not recharged to North West Water International Limited in 2022 was £5,000. There were no non-audit services provided by the auditor to the company in either year.

3. Staff numbers and costs

There have been no employees of the company during the year, other than the directors (2022: nil, other than the directors). The directors' emoluments are borne by other group companies and not recharged. Amounts attributable to qualifying services are approximately £100 (2022: £100).

4. Finance expense

	2023 £000	2022 £000
Interest payable to immediate parent company	-	747

5. Tax

(a) Analysis of the tax charge for the year

The tax charge is made up as follows:	2023 £000	2022 £000
Current tax		
Total current tax charge (note 5(b))	-	-

Notes to the financial statements (continued)

5. Tax (continued)

(b) Factors affecting the current tax charge for the year

The difference between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

	2023 £000	2022 £000
Profit / (loss) before tax	-	93,437
Profit / (loss) on ordinary activities multiplied by the standard rate of corporation tax in UK of 19%	-	17,753
Net (income) / expenses not (taxable) / deductible	-	(17,753)
Current tax charge (note 5(a))	-	-

6. Investments

Unlisted investments

	Subsidiaries £000
Net book value	
At 1 April 2021	29
Impairment charged to profit or loss	(18)
Transfer to current receivables (see note 7)	(11)
At 31 March 2022 and 1 April 2022	-
At 31 March 2023	-

Manta Management Services Limited (incorporated in Thailand) was dissolved in accordance with Thai law on 22 February 2018, and a filing of the registration of the company's liquidation was completed on 9 February 2021.

As at 31 March 2021, North West Water International Limited's investment in Manta Management Services was measured based on the expected recoverable amount on remittance of the monies from Thailand. A further £18,000 impairment of the investment was accounted for in the year-ended 31 March 2022.

North West Water International Limited holds no investments as at 31 March 2023 or 31 March 2022.

7. Trade and other receivables

	2023 £000	2022 £000
Amounts due in respect of liquidated investment	11	11

Notes to the financial statements (continued)

8. Share capital

	2023 £	2022 £
Allotted, called up and fully paid		
12 ordinary shares of £1.00 each	12	12

9. Ultimate parent undertaking

The company's immediate parent undertaking is United Utilities PLC, a company incorporated in England and Wales.

In the directors' opinion, the company's ultimate parent undertaking and controlling party is United Utilities Group PLC, a company incorporated in England and Wales.

The smallest group in which the results of the company are consolidated is that headed by United Utilities PLC. The consolidated accounts of this group are available to the public and may be obtained from: The Company Secretary, United Utilities PLC, Haweswater House, Lingley Mere Business Park, Lingley Green Avenue, Great Sankey, Warrington, WA5 3LP.

The largest group in which the results of the company are consolidated is that headed by United Utilities Group PLC. The consolidated accounts of this group are available to the public and may be obtained from: The Company Secretary, United Utilities Group PLC, Haweswater House, Lingley Mere Business Park, Lingley Green Avenue, Great Sankey, Warrington, WA5 3LP.