Cleantech Building Materials plc

AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2022

Registered Number: 09357256 (England and Wales)

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Cleantech Building Materials plc

DIRECTORS, OFFICERS AND ADVISERS

Directors

Andrew Paul Richards – Non-Executive Chairman

Colin Bruce Mckendrick – Executive Director (Appointed 9 August 2022)

Adrian Wyn-Griffiths – Executive Director

Simon Allocca – Non-Executive Director

Briony Mathieson – Non-Executive Director

Company Secretary

Adrian Wyn-Griffiths

Registered Office

Floor 6 International House, 4 Maddox Street, London, England, W1S 1QP

Independent Auditor

Crowe U.K. LLP, 55 Ludgate Hill, London EC4M 7JW

Certified Adviser on Nasdaq First North Growth Market, Copenhagen

Keswick Global AG

Registrars

Neville Registrars Limited

Company number: 09357256

CHAIRMAN'S STATEMENT

CHAIRMAN'S STATEMENT

Cleantech Building Materials plc ("CBM" or the" "Company") and its subsidiary companies (together the "Group") are now in a stronger position for transformative growth in the coming years, despite the logistical challenges arising from the pandemic between 2020 and 2022. In 2022, CBM's subsidiary company, Diamond Wood China Limited ("DWC"), was able to progress on its strategy to build an Accoya® Wood factory in China with its Joint Venture ("JV") partner, Nantong Acetic Acid Company ("NTAAC"). NTAAC is amongst China's top speciality chemical companies, serving global multinational food and beverage producers in the US and Europe. NTAAC is listed on the Shanghai Stock Exchange with a market capitalisation of approximately €620 million.

In August 2022 CBM appointed Colin McKendrick as Group Chief Executive Officer and to the Company's board of directors. Colin is an international business leader with over 35 years of global experience with Shell, heading wholly owned and joint venture chemicals businesses, including the construction, start-up, and operational phases of new chemical production facilities in China, Asia and globally. Having started his career at Shell Research in 1984, Colin has subsequently fulfilled a variety of roles at Shell Chemicals, including as a director of Shell Chemicals Ltd, before leaving Shell at the end of 2020. Between 2014 and 2018, he was deputy-CEO of the US$10bn Shell-CNOOC CSPC joint venture, one of the largest Sino-foreign joint ventures in China. During his lengthy career, Colin has served as Shell's shareholder representative and board member on numerous joint ventures in China and Asia. He has been posted in Beijing, Guangdong, Hong Kong, and Singapore. Colin has a PhD in chemistry from Edinburgh University and an MBA from Durham University.

Colin's appointment builds on CBM's recent appointments of senior executives as the Company progresses its strategy to become a global producer of high-performance, sustainable building materials. The Group expects to start construction of the first Accoya® Wood factory in China's Jiangsu Rudong Yangkou Economic Development Zone in 2023 to support the country's transition to a greener economy. It is anticipated that the first supply of China-produced Accoya® will be available for regional wholesalers and manufacturers of wood products in 2024/25. The factory will initially produce 40,000 m^3 of Accoya® Wood, moving swiftly to 160,000 m^3. Sufficient land has been reserved to support up to 480,000 m^3 of annual production.

Under the investment agreement between the two parties, DWC is the majority shareholder in the JV company, Jiangsu Dragon Wood Limited ("JDW"). Additionally, DWC will receive a royalty on profits from JDW. DWC's equity investments into JDW are being financed through CBM, which entered into a subscription agreement for €25.5m with a private family office in 2022. The DWC equity investment into the JV will be made from these funds.

Accoya® Wood is produced using a cutting-edge patented technology, enabling it to resist rot, defy the elements and stay strong for decades. Guaranteed for 50 years above ground and 25 years in ground or freshwater, the performance and properties associated with the Accoya® brand are sought by joinery manufacturers, architects, and builders worldwide. There are currently 108 Accoya process patents related to the manufacturing process, 85% of which have already been granted.

The following is a brief update of the JDW Accoya® Wood factory developments in China:

- The Accoya® Wood factory project debt provider, a leading Chinese bank, signed a Letter of Intent with JDW in April 2021, and subsequently in November 2022 the Chinese bank confirmed that they would be prepared to provide 50% of debt financing for a project costing up to €100m. This project includes common infrastructure for future capacity build out.

- During 2022 Accsys Technologies PLC's subsidiary, Titan Wood Ltd., ("Titan Wood") provided DWC with technical information and support for its Accoya® basic engineering design and confirmed that DWC has been provided with the most updated proven Accoya® Wood technology.

- The basic engineering design provided by Titan Wood was localised to Chinese building codes by a leading Engineering, Procurement and Construction firm, LBT Shanghai, resulting in a finalised Front End Engineering Design ("FEED"). After consultation with local government officials in 2022, JDW redesigned the FEED, including common infrastructure for a faster and less expensive future capacity build out. The revised FEED and corresponding +/-10% Cost Estimate were concluded in December 2022.

- The land has been prepared for the construction of the Accoya® Wood reactor facilities.

- A number of government permits have been received since the project commenced in 2021, including the following key approvals:

- The Feasibility Study Report approval was granted on 15 November 2021, and obtained the Registration Certificate of Investment Project of Jiangsu Province. The JDW Project is now officially posted on the government web site (http://222.190.131.17:8075).
- The approval of the Social Stability Assessment Report was granted for the JDW project on 30 November 2021.
- The Energy Conservation Assessment expert committee was held on 15 January 2022, and the project is supported. The formal Review Opinions on Energy Conservation Report of JDW and JDW ECA Approval were obtained in February 2022.
- The JDW Geotechnical Investigation Report was approved by the government in March 2022.
- The Opinions on Process Safety and Reliability of Chemical Project were approved by government on 14 April 2022.
- JDW obtained Forestry Stewardship Council (“FSC”) certification confirming that JDW’s supply chain meets the rigorous sustainability standards of this organisation. The certificate became effective on 6 June 2022 for 5 years.

In 2022 DWC continued to invest in the development of its marketing and sales operations in China and the ASEAN countries through the import and sale of Accoya® Wood throughout the region. Offtake agreements have been entered into with manufacturers and wholesalers in the region, who have committed to purchase significant volumes of Accoya® Wood once the DWC China Accoya® factory is in production. These agreements, and the ongoing business with DWC’s existing base of distribution partners, attest to a strong and increasing demand for Accoya® Wood in the region.

The Group revenues in 2022 were €nil (2021: €1,014,000), due to the transfer of the commercial operations to JDW. The Group loss for the 12 months ended 31 December 2022 was €5,427,000 (€4,891,000 in 2021). The increase in loss is largely due to higher share-based payments.

I would like to take this opportunity to again express my sincere gratitude to my fellow Directors and staff for their hard work and commitment over the past year.

I look forward to providing you with further updates at our next Annual General Meeting in June 2023.

Paul Richards
Chairman
28 April 2023

STRATEGIC REPORT

Strategy and Objectives

The Group's primary strategic objectives for 2023 are:

1. To continue advancing on the construction of the Accoya® Wood manufacturing facility in China;
2. Work together with the Group's chemical industry joint venture partner, NTAAC, to ensure that the Accoya® Wood manufacturing facility is constructed on time and on budget, and operated efficiently;
3. To build relationships with large-volume wood product manufacturers through testing and trials in anticipation of Accoya® Wood being produced in the Group's own factory; and
4. To further expand the Group's wholesaler network throughout China and the ASEAN markets with a strong focus on infrastructure projects throughout Asia.

Financial Review of the Business

The Group's revenues for the year ended 31 December 2022 were €nil (2021: €1,014,000). As described in Note 5 on page 25 and Note 15 on page 31, since September 2021 DWC's commercial operations have been transferred to JDW, and DWC's interest in JDW is now measured using the equity accounting method.

The Group realised a net loss of €5,427,000 for the year to 31 December 2022 (2021: €4,891,000). As at 31 December 2022, the Group had cash and cash equivalents of €128,000 (2021: €158,000) as well as an available loan facility of approximately €3.4m ("Loan Facility"), and an equity commitment to finance the JV of €25,500,000. The Group has net current liabilities of €745,000 (2021: €322,000).

Once the Group is producing its own Accoya® Wood in China, the Board believes the financial performance of the Group will be radically transformed.

Principal Risks and Uncertainties

The principal risks associated with the Group are its ability to:

1. Receive sufficient imported supply of Accoya® Wood from the Titan Wood European factory to satisfy current demand in China and ASEAN regions until the Group's own factory is operational;
2. Construct and operate an Accoya® Wood manufacturing facility in line with its business plan; and
3. Grow sales of Accoya® Wood in line with its business plan.

The Group's current business is the importing and marketing of Accoya® Wood, through its interest in JDW, a joint venture company based in China. The Group has sufficient financing available to operate this existing import business on a going concern basis. The Group's Directors are of a view that an opportunity exists for the Group to build and operate its own Accoya® factory in China.

In order to fund its operations and the construction of the new factory, the Group has a loan facility available from a third party, the financing commitments by NTAAC and a leading Chinese bank, and the 2022 private family office subscription agreement for €25.5m. However, the provision of the funds is inherently uncertain, as they are conditional on the achievement of project milestones related to the construction of the Accoya® Wood factory in China. These milestones include certain government approvals and project execution risk. Several key milestones have already been achieved, and the Company has received equity funds from the private family office in relation to these milestones. In summary, the validity and success of the Group's business plan is dependent on many factors, some outside of the direct control of the Group's management.

Despite these uncertainties, the Directors are confident that the Group has sufficient financing in place to build an Accoya® Wood factory and the experienced team to deliver on the Group's business plan and to fully realise the carrying amount of the non-current assets. The Group's management is working closely with its technology licensing partner in Europe, Titan Wood, and our local Chinese partners, NTAAC and a leading Chinese bank, to closely manage the execution risks associated with this type of project.

Directors' statement of responsibilities under section 172 Companies Act 2006

The Directors are fully appraised of their responsibilities under section 172 of the Companies Act 2006 and are so advised and updated on a regular basis by CBM's Group General Counsel and where appropriate by the Group's external legal advisers in London and China.

CBM – A sustainable and responsible business

Cleantech Building Materials plc

CBM was founded in 2015 on the principle that **Building should be Sustainable, Low Carbon, and Climate Resistant.** Before the term 'ESG' became popularised, CBM understood that operating in a sustainable and responsible manner is key to the growth and success of a modern business. The Company has a number of policies in place that underpin its day-to-day operations, ensuring the safeguarding of both the environment and its stakeholders. This highlights CBM's fundamental commitment to delivering responsible business growth and development, whilst being at the forefront of providing a more sustainable option for developing the built environment.

The very nature of the Group's environmentally sustainable business, led by the Accoya® project in China, evidences the Directors' aim that the Group be and remain a contributing and good corporate citizen.

CBM's Group's business is about sustainability. The Company strives to ensure that our planet's precious resources are used appropriately for the benefit of current and future generations. The Board considers that the business and strategic decisions which it takes now in furtherance of the Group's business objectives are of long-term benefit for the global environment, reducing GHG emissions and the need for hardwood deforestation.

Environmental

Through the interest in JDW, the Group is currently focused on the sale and ultimately the production of Accoya® Wood. JDW has begun the process of building the first Accoya® Wood factory in China to serve the megatrend of urbanisation sweeping across Asia, and to enable the manufacture of wooden products destined for the US and European markets.

Accoya® Wood is a high-performance solid wood, which is both sustainable and non-toxic to the environment. It is produced through the enhancement of sustainably grown Radiata Pine into the ideal material for windows, doors, shutters, decking, cladding and general construction.

Architects and manufacturers have traditionally chosen Accoya® Wood foremost for its guaranteed durability of over 50 years, its dimensional stability, and its excellent insulation qualities. However, in recent times there is an increased awareness that the alternative materials with which Accoya® Wood competes (aluminium, steel, uPVC, tropical hardwoods) are intensely resource depleting and/or highly carbon-polluting. Accoya® Wood 'locks in' carbon for the 50+ years of its life cycle. For every cubic meter of Accoya® Wood produced, 944kg of CO_2 is sequestered, compared with 88kg of CO_2 emitted. To put that into context, when the second phase of the China Accoya® factory reaches 320,000 m^3 of capacity, that will be the equivalent of sequestering the CO_2 emissions from over 11 million litres of gasoline consumed per year. This is one of the reasons that Accoya® Wood is the only structural building material to have received Cradle to Cradle™ Gold certification.

The Group's main operating business in Asia, DWC, has been FSC® certified since 2008, and this certification covers the entire business. FSC is the gold standard for ensuring that the entire supply chain works with sustainably grown forests, which are harvested and replanted regularly.

The Accoya® Wood manufacturing process has been awarded the "Sustainable Production Technology Award" in the Netherlands, in part due to how the key outputs are reused. The Group's Accoya® Wood factory in China will similarly make sustainable production the overriding criteria of its mission. The Chinese government is a strong supporter of this approach.

Social

The Group's stakeholders are an integral part of the business, they consist of customers, suppliers, employees, shareholders, advisors and the local communities within which the Group operates.

The Group's business has existed since 2007. During that time the Company has built and maintained relationships with key investors, advisers and suppliers. The Directors recognise the importance of these relationships and take active steps to develop and strengthen them through dialogue and engagement. These relationships are regularly monitored at Board level.

As part of the Group's mission to shape a more sustainable future, every step the Group takes is done so with ethics and integrity in mind. The Group's senior management seeks to regularly engage with all stakeholders to understand their views and respond to any concerns they have.

Employees

The Group was founded on the principle of diversity as a source of differentiated competitive strength, with employees located across Europe and Asia. Opportunities are given to the most appropriate current and prospective employees irrespective of age, gender and disability. The Group ensures adherence to the most current legislation with all local labour laws and apply what the Directors believe are appropriate standards and systems to monitor and to ensure the welfare of those employees.

The Group recognises that consistent, transparent and timely communication is key to employee engagement and uses a number of channels and platforms to communicate with its people at all levels of the business. The priority is to ensure that employees understand the Group's vision, the priorities of the Group, as well as the strategy and objectives. Moreover, there is regular communication with employees about the values of the business and the behaviours expected of everyone, ensuring an appropriate business culture is maintained.

Customers

Transparent communication to our customers and channel partners is critical to the success of the Group's business. We work closely with industry pioneers, who share the Group's vision of addressing the challenges of rapid urbanisation with high-performance, sustainable building materials. The Group has a collaborative approach with our customers and channel partners, aiming to become their long-term partners.

Supply Chain

The Group selects suppliers and subcontractors that align with its business vision and values and actively engages with its supply chain to promote the Group's principles and practices. Key amongst these are the FSC-certified suppliers of Radiata Pine, providing the Group with a long-term source of sustainable wood with which to produce Accoya® Wood. Many of the Group's relationships are managed at a local level to support local communities.

Shareholders

As a quoted company, we ensure there is clear, accurate and transparent communication between the Board and shareholders, and the Company provides updates on our strategy and progress towards our objectives. We carry this out through news announcements, the CBM website, the annual report and at Annual General Meetings. Additional periodic meetings are held with shareholders.

The Chairman ensures that he is available to discuss issues with key shareholders outside of the shareholder meetings which are held. The Company complies with its disclosure obligations under the rules of Nasdaq First North Growth Market to ensure that shareholders are updated on key developments on a timely basis.

Governance

Good corporate governance is one of CBM's core values and, as a quoted entity, it is something that the Group takes very seriously. Although the UK Corporate Governance Code is not compulsory for companies whose shares are admitted to trading on Nasdaq First North Growth Market, the Board applies the principles of the UK Corporate Governance Code as far as practicable and appropriate for a relatively small public company.

Each Board meeting addresses compliance by the Company with its corporate governance codes and reinforces the Board's requirement that its business be conducted to all due ethical standards and with integrity.

ON BEHALF OF THE BOARD

Paul Richards
Chairman
28 April 2023

REPORT OF THE DIRECTORS

The Directors present their report and the audited financial statements for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The principal activities of the Group are the technology licensing, sourcing and procurement, business development and investment holding. Through the interest in JDW, the Group is importing and marketing of specialist wood products.

RESULTS

The loss for the year amounted to €5,427,000 (2021: loss of €4,891,000). The Directors do not propose the payment of a dividend (2021: €nil).

DIRECTORS

The Directors set out below held office throughout the year except where stated:

Adrian Wyn-Griffiths	
Andrew Paul Richards	
Jason Hung-Wen Wang	(Resigned on 9 August 2022 to join the JDW management team)
Dwight Wei Zou	(Resigned on 9 August 2022 to join the JDW management team)
Simon Allocca	
Briony Mathieson	
Colin Bruce Mckendrick	(Appointed 9 August 2022)

DIRECTORS' REMUNERATION

	Year to 31 Dec 2022 €'000	Year to 31 Dec 2021 €'000
Directors' fees	49	128
Salaries and allowances	840	719
Share based payments	270	258
Employer pension contributions	22	21
	1,181	1,126

GOING CONCERN

As described in note 2, the Directors have considered the future liquidity of the Group in light of the net loss of €5,427,000 (2021: loss of €4,891,000) during the current year and the net current liabilities as of 31 December 2022 of €745,000 (2021: €322,000) and the material uncertainty regarding the Group's ability to execute the Group's business plan.

The Directors have reviewed the Group's cash flow projections prepared by management covering a period of twelve months from the date of the approval of these financial statements. Management's projections make key assumptions with regard to (i) the anticipated cash flows from the Group's operations, (ii) the availability of future funding from the Loan Facility, and (iii) the financing from the Investor, NTAAC and a leading Chinese bank, and (iv) the commitment to contribute further equity financing to JDW for the construction of the Accoya® Wood factory.

Based on these cash flow projections, the Group and the Company will have sufficient financial resources in the twelve months period from the date of approval of these financial statements to meet its financial obligations as and when they fall due. Accordingly, the Directors consider that it is appropriate to prepare these financial statements on a going concern basis.

Should the Group and the Company be unable to continue as a going concern, adjustments would have to be made to restate the value of assets to their recoverable amounts, to provide for further liabilities that might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effect of these potential adjustments has not been reflected in these financial statements.

FUTURE DEVELOPMENTS

The Group expects JDW to commence construction of Accoya® Wood manufacturing facility during 2023.

FINANCIAL RISK MANAGEMENT

Information relating to the Group's financial risk management is detailed in note 23 to the financial statements.

EVENTS AFTER THE REPORTING DATE

No subsequent events to note.

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Strategic Report, Directors' Report, any other supporting information and the group and parent company financial statements in accordance with applicable law and regulations. Company law requires the Directors to prepare group and parent company financial statements for each financial year. Under that law, they are required to prepare the group financial statements in accordance with UK adopted International Accounting Standards (UK IFRS) and applicable law and have elected to prepare the parent company financial statements in accordance with UK Accounting Standards and applicable law (UK 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 group and parent company and of their profit or loss for that year. In preparing each of the group and parent company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable 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 group and the parent company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group and the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the group and the parent company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the group and the parent company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Directors' Report and Strategic Report that comply with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the website. Legislation in the United Kingdom concerning the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Provision 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 that director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the Company's auditors in connection with preparing their report and to establish that the Company's auditor is aware of the information.

AUDITOR

In accordance with section 489(4) of the Companies Act 2006, a resolution proposing the reappointment of Crowe U.K. LLP will be put to the members at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD

Paul Richards
Chairman
28 April 2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CLEANTECH BUILDING MATERIALS PLC

Qualified Opinion

We have audited the financial statements of Cleantech Building Materials plc (Parent Company) and its subsidiaries (Group) for the year ended 31 December 2022, which comprise:

- the Group income statement and statement of other comprehensive income for the year ended 31 December 2022;
- the Group and parent company statements of financial position as at 31 December 2022;
- the Group and parent company statements of changes in equity for the year then ended;
- the Group statement of cash flows for the year then ended; and
- the notes to the financial statements, including significant accounting policies.

The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK adopted International Accounting Standards. The financial reporting framework that has been applied in the preparation of the Parent Company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, except for the possible effects on the corresponding figures of the matters described in the basis for qualified opinion section of our report:

- the financial statements give a true and fair view of the state of the Group’s and of the Parent Company's affairs as at 31 December 2022 and of the Group’s loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK adopted International Accounting Standards;
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for qualified opinion

We were unable to obtain sufficient and appropriate audit evidence to support the carrying value of Group’s interest in Jiangsu Dragon Wood Company (“JDW”), a joint venture, at 31 December 2022 and its share of loss in joint venture for the period then ended, as described in note 15 because, as group auditor, we unable to obtain sufficient access to the accounting records, management or auditor of the joint venture. We were unable to satisfy ourselves by alternative means concerning the carrying value of the interest in joint venture of €97,000 (31 December 2021 €244,000) and the share of losses in the joint venture of €384,000 (31 December 2021: €332,000) which are included in the Group statement of financial position and income statements respectively, by using other audit procedures. Consequently, we were unable to determine whether any adjustment to these amounts were necessary.

Our auditors’ report on the consolidated financial statements of the Group for the year ended 31 December 2021 was qualified because of the possible effects of the limitation in evidence available to us about the carrying value of the Group’s investment in JDW at 31 December 2021 and the Group’s share of JDW’s losses for the year then ended. Our opinion on the current year consolidated financial statements is also modified because of the possible effects of these matters on the comparability of the current years’ figures and comparative figures.

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC’s Ethical Standard, as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Material uncertainty related to going concern

We draw attention to note 2 in the financial statements, which indicates that the Group and the Parent Company still requires additional funds to execute its business plan, construct the planned manufacturing facility and recover the carrying value of its intangible assets. The execution of the business plan and the timing of the above matters are inherently uncertain. Changes in these factors could result in an impairment to the carrying value of the licence asset. We identified the carrying value of the licence asset and the potential for its impairment as a key audit matter and the associated risks are described in the ‘Key Audit Matters’ section of the audit report. Note 5 of the financial statements provides additional information on the critical accounting judgements and significant estimation uncertainty in relation to the carrying value of the licence, the use of which is inherently linked to the going concern assumption. As stated in note 2, these events or conditions, along with the other matters as set forth in note 2, indicates that a material uncertainty exists that may cast significant doubt on the Group and the Parent Company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter

The Board is responsible for ensuring that it is appropriate to prepare the financial statements using the going concern basis and that it has sufficient resources to remain in operational existence for a period of at least 12 months from the date of approving these financial statements.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the Group and the Parent Company's ability to continue to adopt the going concern basis of accounting included. An explanation of how we evaluated management's assessment and the key observations arising with respect to the evaluation is detailed below.

We have obtained and reviewed the Board's paper setting out the going concern assessment and examined supporting working capital forecasts. Our audit procedures were as follows:

- Tested accuracy of the models used by management in their assessment;
- Challenged management whether the assumptions are realistic, achievable and consistent when compared to past performance and other forecast information used during the audit;
- Discussed the going concern assumption with management and evaluated their assessment of the Group and the Parent Company's liquidity requirements; and
- Assessed the reasonableness of management's budget/forecasts, including comparison to actual results achieved in the year and the evaluation of downside sensitivities.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant section of this report.

Overview of our audit approach

Materiality

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the Group financial statements as a whole to be €180,000 (2021: €200,000), based on a measure of 2% of total assets. Materiality for the Parent Company financial statements as a whole was set at €50,000 (2021: €60,000).

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. We determined Group's performance materiality to be €126,000 (2021: €140,000) and the Parent Company's performance materiality to be €35,000 (2021: €42,000).

Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and directors' remuneration. We agreed with the Audit Committee to report to it all identified errors in excess of €5,400 (2021: €6,000). Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

Overview of the scope of our audit

The Group's accounting function is headquartered in Hong Kong. The accounting records for the parent company are maintained by a service organisation in the UK which reports directly to the Chief Financial Officer in Hong Kong. In establishing the overall approach to the group audit, we determined the work that needed to be performed by us, as the group engagement team, and the component auditors, a member firm of the Crowe Global network operating under our instruction. Where the work was performed by component auditors, we determined the level of involvement we needed to have in the audit to be able to conclude whether sufficient appropriate audit evidence had been obtained as a basis for our opinion on the financial statements as a whole. Senior members of the group engagement team reviewed the work of the component auditors and communicated with the audit teams and local management on a regular basis.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the basis for qualified opinion section and the material uncertainty in relation to going concern section, we have determined the matters described below to be the key audit matters to be communicated in our report. This is not a complete list of all risks identified by our audit.

Key audit matter	***How the scope of our audit addressed the key audit matter***
Impairment review of intangible assets The carrying value of the license asset at 31 December 2022 was €8.9 million (2021: €10.1 million), as disclosed in note 14(a) to the Group financial statements. There is a risk that the Group may not be able to exploit the value of the Accoya® licence or that the conditions of the Accoya® licence may not be met which could mean the value of the asset is impaired. There are significant accounting judgements and estimates in relation to the carrying value of the licence, which management has disclosed in note 5 to the financial statements. The key judgements are: a) that the manufacturing plant is funded and commences construction in H2 2023; and b) construction of the manufacturing plant is reliant on approval from local government, which is considered by management to be received in line with the expected commencement date of construction. The execution of the business plan and the timing of the above matters are inherently uncertain. Changes in these factors could result in an impairment to the carrying value of the licence asset.	We obtained management's impairment assessment whether any indications of impairment existed. Our audit procedures comprise of the following: We held discussions with management to understand the progress on the execution of the Business Plan on which certain future committed funding arrangements are predicated. Over the course of the factory build out project, there are a number of additional key milestones still pending completion, including completion of all necessary construction permits and engineering works. We reviewed evidence and documentation to demonstrate the progress of these matters. We reviewed management's assessment of the recoverable amount of the licence asset. This included an assessment of licence conditions, particularly progress on obtaining the funding and commencing construction of the manufacturing facility and obtaining the appropriate legal and regulatory permissions. We assessed the appropriateness and methodology of the value in use (VIU) calculation, challenged the assumptions in the input data used in the VIU calculation and benchmarked the underlying data to the market information. We considered management's sensitivity analysis and also performed an additional range of sensitivities to assess whether a reasonably likely change to a key input would result in an impairment charge. We also tested to ensure the accuracy of the valuation model presented. Based on the above audit procedures, we agreed with the management that there was no impairment to recognise during the year. We also considered the associated disclosure to be appropriate.

For the Parent Company we identified one key audit matter:

Key audit matter	*How the scope of our audit addressed the key audit matter*
Carrying value of investments in subsidiaries and intercompany receivables – Parent Company	
The carrying value of investments in subsidiaries in the parent company financial statements at 31 December 2022 was €32.2 million (2021: €32.2 million), as well as an intercompany balance of €3.4 million (2021: €2.1 million), as disclosed in note 7 and note 8 to the Parent Company financial statements.	We discussed with management whether any indications of impairment existed. This includes considering the existence of any indication of discontinued operating activities, management's future plans for the business, the ability of the business to continue to raise new investment and the market capitalisation of the Group.
The valuation of these investments and the recovery of the intercompany balance are almost entirely dependent on the successful execution of the business plan. Changes in the carrying value of the licence asset, or a failure to execute the business plan would likely result in an impairment to the carrying value of the investments in and loans to subsidiaries.	Based on our analysis of the assessment of the recoverable amounts, we agreed with the management's view that there was no impairment to recognise during the year. We also considered the associated disclosures to be appropriate

Our audit procedures in relation to these matters were designed in the context of our audit opinion as a whole. They were not designed to enable us to express an opinion on these matters individually and we express no such opinion.

Other information

The directors are responsible for the other information contained within the annual report. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements. 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.

As described in the basis for qualified opinion section of our report, we were unable to satisfy ourselves concerning the carrying value of interest in joint venture and Group's share of loss in the joint venture. We have concluded that where the other information refers to the interest in joint venture carrying value or related amounts such as share of loss in joint venture, which may be materially misstated for the same reason.

Opinion on other matter prescribed by the Companies Act 2006

Except for the possible effects of the matter described in the basis for qualified opinion section of our report, in our opinion based on the work undertaken in the course of our audit

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

Except for the possible effects of the matter described in the basis for qualified opinion section of our report, in light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

Arising solely from the limitation on the scope of our work relating to interest in joint venture, referred to above:

- We have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- We were unable to determine whether adequate accounting records have been kept.

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:

- 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.

Responsibilities of the directors for the financial statements

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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 group's and parent 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 group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's 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 auditor's 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We obtained an understanding of the legal and regulatory frameworks within which the company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and UK and overseas taxation legislation.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management. Our audit procedures to respond to these risks included enquiries of management about their own identification and assessment of the risks of irregularities, sample testing on the appropriateness of journals and reviewing accounting estimates for evidence of bias.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

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

Use of our report

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.

Stephen Bullock (Senior Statutory Auditor)

for and on behalf of

Crowe U.K. LLP
Statutory Auditor
London

28 April 2023

Cleantech Building Materials plc

CONSOLIDATED INCOME STATEMENT

	Notes	Year to 31 December 2022 €'000	Year to 31 December 2021 €'000
Revenue	7	-	1,014
Cost of inventories		-	(916)
Gross profit		-	98
Share based payment		(570)	(573)
General and administrative expenses		(4,160)	(3,855)
Loss from operations		(4,730)	(4,330)
Finance costs	10	(313)	(229)
Share of loss of equity-accounted joint venture	15	(384)	(332)
Loss before taxation	8	(5,427)	(4,891)
Income tax	11	-	-
Loss for the year		(5,427)	(4,891)
Allocation of loss for the year			
Shareholders of the company		(5,390)	(4,857)
Non-controlling interest		(37)	(34)
Loss for the year		(5,427)	(4,891)
Loss per share	13	(€0.065)	(€0.064)

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

	Year to 31 December 2022 €'000	Year to 31 December 2021 €'000
Loss for the year	(5,427)	(4,891)
Other comprehensive income for the year		
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of financial statements of parent company	5	(24)
Other comprehensive income for the year, net of tax	5	(24)
Total comprehensive loss for the year, net of tax	(5,422)	(4,915)
Attributable to shareholders of the Company	(5,386)	(4,881)
Attributable to the non-controlling interest	(36)	(34)
	(5,422)	(4,915)

Cleantech Building Materials plc

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	31 December 2022 €'000	31 December 2021 €'000
Non-current assets			
Intangible asset	14(a)	8,942	10,082
Interests in joint venture	15	97	244
		9,039	10,326
Current assets			
Trade and other receivables	16	215	238
Cash and cash equivalents	17	128	158
		343	396
Current liabilities			
Trade and other payables and accruals	18	1,078	709
Interest bearing borrowings	19	10	9
		1,088	718
Net current liabilities		(745)	(322)
Total assets less current liabilities		8,294	10,004
Non-current liabilities			
Licence fee payable	14(b)	545	545
Interest bearing borrowings		36	49
		581	594
Net assets		7,713	9,410
Equity attributable to shareholders of the Company			
Share capital	20	10,356	9,554
Share premium		17,447	15,094
Share based payment reserve		3,934	3,364
Merger reserve		35,713	35,713
Exchange reserves		2,057	2,053
Retained losses		(61,852)	(56,462)
		7,655	9,316
Non-controlling interest		58	94
Total equity		7,713	9,410

The financial statements on pages 15 to 40 were authorised for issue by the Board of Directors on 28 April 2023 and were signed on its behalf by:

Paul Richards
Chairman
Company number: 09357256
The accompanying accounting policies and notes form an integral part of these financial statements.

Cleantech Building Materials plc

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital	Share premium	Share based payments	Merger Reserve	Exchange reserve	Retained losses	Total attributable to shareholders of parent	Non-controlling interest	Total equity
	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000
At 1 January 2021	8,549	12,227	2,791	35,713	2,077	(51,490)	9,867	14	9,881
Loan conversion to shares	831	2,118	-	-	-	-	2,949	-	2,949
Share issue	174	749	-	-	-	-	923	-	923
Capital Contribution	-	-	-	-	-	(115)	(115)	115	-
Share-based payment for the year	-	-	573	-	-	-	573	-	573
Total transactions with shareholders	**9,554**	**15,094**	**3,364**	**35,713**	**2,077**	**(51,605)**	**14,197**	**129**	**14,326**
Loss for the year	-	-	-	-	-	(4,857)	(4,857)	(34)	(4,891)
Exchange differences on translation of parent company	-	-	-	-	(24)	-	(24)	-	(24)
Total other comprehensive loss	-	-	-	-	(24)	(4,857)	(4,881)	(34)	(4,915)
Total comprehensive loss for the year									
At 31 December 2021	**9,554**	**15,094**	**3,364**	**35,713**	**2,053**	**(56,462)**	**9,316**	**94**	**9,410**
Loan conversion to shares	27	273	-	-	-	-	300	-	300
Share issue	775	2,080	-	-	-	-	2,855	-	2,855
Share-based payment for the year	-	-	570	-	-	-	570	-	570
Total transactions with shareholders	**10,356**	**17,447**	**3,934**	**35,713**	**2,053**	**(56,462)**	**13,041**	**94**	**13,135**
Loss for the year	-	-	-	-	-	(5,390)	(5,390)	(37)	(5,427)
Exchange differences on translation of parent company	-	-	-	-	4	-	4	1	5
Total other comprehensive loss	-	-	-	-	4	(5,390)	(5,386)	(36)	(5,422)
Total comprehensive loss for the year									
At 31 December 2022	**10,356**	**17,447**	**3,934**	**35,713**	**2,057**	**(61,852)**	**7,655**	58	**7,713**

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

CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	Year to 31 December 2022 €'000	Year to 31 December 2021 €'000
Operating activities			
Loss before taxation		(5,427)	(4,891)
Adjustments for:			
Finance costs	10	313	229
Share based payments		570	573
Fees satisfied by share issue		-	304
Share of loss of equity joint venture	15	384	332
Depreciation and amortisation	8(b)	1,140	1,140
Operating loss before changes in working capital		**(3,020)**	**(2,315)**
Decrease in trade and other receivables		23	25
Increase/(decrease) in trade and other payables		412	(452)
Cash used in operations		(2,585)	(2,742)
Net cash used in operating activities		(2,585)	(2,742)
Investing activities			
Investment in joint venture	15	(241)	(561)
Net cash used in investing activities		(241)	(561)
Financing activities			
Proceeds from issue of shares		-	620
Net proceeds of interest-bearing borrowings		2,800	2,849
Interest paid		(9)	(9)
Net cash generated from financing activities		2,791	3,460
Net (decrease)/increase in cash and cash equivalents		(35)	157
Cash and cash equivalents at beginning of year		158	25
Effect of foreign exchange differences		5	(24)
Cash and cash equivalents at end of year		128	158

For the reconciliation of cashflows arising from financing activities please see note 19 for the convertible loan and note 20 for share issues.

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

NOTES TO THE CONSOLIDATED FINANCIAL INFORMATION

1. REPORTING ENTITY

Cleantech Building Materials plc is a public limited liability company (Company) which is quoted on the Nasdaq First North Growth Market, Copenhagen and is incorporated and domiciled in the UK. The address of the registered office is Floor 6, International House, 4 Maddox Street, London, W1S 1QP and the registered number of the company is 09357256.

The consolidated financial information comprises Cleantech Building Materials plc and its subsidiaries (Group).

The principal activities of the Group are the sale of specialist wood products, technology licensing, sourcing and procurement, business development and investment holding.

2. BASIS OF PREPARATION

The consolidated financial statements have been prepared in compliance with UK adopted International Accounting Standards (UK IAS) and the requirements of Companies Act 2006.

The consolidated financial statements have been prepared under the historical cost convention and are presented in Euros rounded to the nearest thousand (€'000) except where indicated otherwise. The Euro has been chosen as the presentation currency of the Group because the Group is quoted in Euro on the Nasdaq First North Growth Market, Denmark in Copenhagen. In addition, the Euro represents a stable and strong currency and the Eurozone a significant potential source of funding in the future.

Going concern

The Group's current business is the importing and marketing of Accoya® Wood, which the Group has done since 2008. The Group has sufficient financing available to operate this existing import business on a going concern basis. The Directors are of a view that there is an investment opportunity for the Group to build and operate its own Accoya® Wood factory in China. By virtue of the investment agreement signed with Nantong Acetic Acid Chemical Company Ltd (NTAAC) on March 31, 2021, the agreement signed with a leading Chinese bank, and the revised subscription agreement entered into between the Company and the Investor in 2022, the Directors believe there is now sufficient funding available to build the first Accoya® Wood factory in China.

The execution of the business plan is inherently uncertain. The business plan is dependent on the standard milestones in such a project, including the approval of the permits by local government officials, and the successful construction and operation of a manufacturing plant. Changes in these factors could also result in an impairment to the carrying value of the licence assets. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group and the Company's ability to continue as a going concern.

Despite these uncertainties, the Directors are confident that the Group has sufficient financing in place to build an Accoya® Wood factory and the experienced team to deliver on the Group's business plan and to fully realise the carrying amount of the non-current assets. The Group's management is working closely with its technology licensing partner in Europe, Titan Wood, and our local Chinese partners, NTAAC and a leading Chinese bank, to closely manage the execution risks associated with this type of project.

The Directors have considered the future liquidity of the Group in light of the net loss of €5,427,000 (2021: loss of €4,891,000) during the current year and the net current liabilities as at 31 December 2022 of €745,000 (2021: €322,000). In December 2022, the Group obtained an additional loan facility of €2.8 million euros to support the Group's operations, and the loan agreement has been extended to 31 December 2024 and facility headroom increased to a total aggregate amount of €4.66 million euros.

The Directors have reviewed the Group's cash flow projections prepared by management covering a period of twelve months from the date of the approval of the consolidated financial statements. Management's projections make key assumptions with regard to (i) the anticipated cash flows from the Group's operations, (ii) the availability of future funding from the Loan Facility, and (iii) the financing from the Investor, NTAAC and a leading Chinese bank, and (iv) the commitment to contribute further equity financing to JDW for the construction of the Accoya® Wood factory.

Based on these cash flow projections, the Group will have sufficient financial resources in the twelve months period from the date of approval of the consolidated financial statements to meet its financial obligations as and when they fall due. Accordingly, the Directors consider that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Should the Group be unable to continue as a going concern, adjustments would have to be made to restate the value of assets to their recoverable amounts, to provide for further liabilities that might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effect of these potential adjustments has not been reflected in the consolidated financial statements.

3. APPLICATION OF NEW AND REVISED STANDARDS

Standards and amendments to existing standards adopted in these accounts

The following standards and amendments have been applied to the Group for the first time for its annual reporting period commencing 1 January 2022:

- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16);
- Annual Improvements to IFRS Standards 2018-2020 (Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41).

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

New and amended standards not yet effective

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2022 reporting periods and have not been early adopted by the group.

- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2);
- Definition of Accounting Estimates (Amendments to IAS 8);
- Deferred Tax Related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12);
- IAS 1 Presentation of Financial Statements (Amendment – Classification of Liabilities as Current or Non-current);
- IAS 1 Presentation of Financial Statements (Amendment – Non-current Liabilities with Covenants).

These standards, amendments or interpretations are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently in the preparation of the consolidated financial information.

4.1 Subsidiaries, associates or joint venture and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Associates or joint ventures are all entities over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associates or joint ventures are accounted for using the equity method of accounting. Investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit or loss, and the group's share of movements in other

comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

Where the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

4.2 Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less accumulated depreciation and any accumulated impairment losses (see note 4.5):

Depreciation is calculated to write off the cost of each item of property, plant and equipment, using the straight-line method over their estimated useful lives as follows:

Leasehold improvements	3 years or over the lease term, whichever is shorter
Furniture and fixtures	2-5 years
Computer equipment	3 years

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of that item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

4.3 Leased assets

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the short lease term.

The Group has chosen not to recognise lease assets and liabilities associated with the current office lease. Instead, the Group has chosen to take the short-term lease exemption available under IFRS 16 due to the short term nature of the rental agreement and the uncertainty over renewal.

4.4 Intangible asset

The Group is licenced to have the right to use certain intellectual property rights to manufacture and sell Accoya® Wood. This licence has a finite useful life and is carried at cost less accumulated amortisation and impairment, if any. The cost of the licence represents the discounted value of the minimum fees payable over the licence period and the directly attributable costs of preparing the asset for its intended use. It is recorded together with the related obligations.

Amortisation is calculated using the straight-line method to allocate the cost of the licence over the estimated useful economic life of the licence of 20 years. Interest accreted on the discounted value of the minimum fees payable is charged to the consolidated statement of profit or loss within "finance costs".

Diamond Wood China entered an Accoya® Technology Licence Agreement on 12 August 2010 with Titan Wood Limited. In accordance with UK IFRS, the valuation of this intangible asset was recognised at its initial cost of €19.4million and has been amortised since then to its net book value of €8.9 million at the reporting date. The Directors believe that the commercial value of the Accoya® Technology Licence is potentially higher than this book value, given the terms of the 31 March 2021 Joint Venture Contract (the "Agreement") with NTAAC. Under the Agreement, the Group has a 51% share of all future dividends from the China Accoya® Wood factory and an additional Asset Royalty payment of 30% of the pre-tax profit of the Joint Venture up to €180million.

4.5 Impairment of non-financial assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of all non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount is the greater of its fair value less costs of disposal and value in use. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

4.6 Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write down or loss occurs. The amount of any reversal of any write down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

4.7 Financial Instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets
All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. The groups financial assets include trade and other receivables, and cash and cash equivalents.

Trade receivables
The Group's trade receivables without a significant financing component are initially measured at the transaction price. The Group recognises a loss allowance for lifetime Expected Credit Losses for trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within administrative expenses. When a trade receivable is uncollectible it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against administrative expenses in the income statement.

Cash and cash equivalents
Cash and cash equivalents comprise of cash in hand, deposits held at call with banks and other short-term highly liquid investments with short term original maturities of less than 3 months.

Financial liabilities
The Group's financial liabilities include borrowings, trade and other payables.

Financial liabilities are recognised when the Group becomes a party to the contractual agreements of the instrument. All interest related charges are recognised as an expense in the income statement.

Trade payables are recognised initially at their fair value and measured subsequently at amortised cost using the effective interest method.

Convertible loans
The fair value of the liability portion of a convertible loan is determined using a market interest rate for an equivalent non-convertible bond. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds is allocated to the conversion option. This is recognised and included in shareholders' equity.

The Liability components of convertible loan notes are described further in Note 19.

4.8 Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
- the same taxable entity; or
- different taxable entities which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

4.9 Revenue from contracts with customers

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue by applying the five-step framework of IFRS 15 “Revenue from contract with customers”.

Sale of goods
Revenue from sales of goods is recognised when control of the goods has been transferred to the customer, usually at delivery, i.e. when performance obligation is complete. A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

4.10 Employee benefits

Pension schemes
The employees of the Group who are employed in the People's Republic of China are required to participate in a central pension scheme operated by the local municipal government. The Group is required to contribute certain amounts for the employees in the People's Republic of China, pursuant to the local municipal

government regulations. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

4.11 Share-based payments

Share options

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, calculated using the Binomial Option Pricing Model, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each reporting date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the consolidated statement of profit or loss with a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital when the options are exercised.

Share warrants

The Group has issued warrants to subscribe for ordinary shares in return for services rendered. The fair value of the service provided is determined using the Binomial Option Pricing Model and recognised as an expense in the period in which the service is performed, in a similar way to share options above.

4.12 Translation of foreign currencies

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective foreign exchange rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the foreign exchange rates ruling at the end of the reporting period. All differences are taken to profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

The functional currency of the members of the Group is a currency other than the Euro (€). As at the end of the reporting period, the assets and liabilities of the Group are translated into Euros which is the presentation currency of the Group, at the exchange rates ruling at the end of the reporting period and its statement of profit or loss is translated into Euros at the rates on the dates of the transactions. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve (attributed to non-controlling interest as appropriate). On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows are translated into € at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows which arise throughout the period are translated into € at the weighted average exchange rate for the period.

4.13 Borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Borrowing costs applicable to borrowings made specifically for the purpose of obtaining a qualifying asset are excluded from the calculation borrowing costs until substantially all the activities necessary to prepare that asset for its intended use or sale are complete.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

4.14 Equity

The reserves which form the constituents of shareholders' equity are as follows:

Share capital:
Financial instruments issued by the Group are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Group's ordinary shares are classified as equity instruments.

The proceeds from the issue of shares in the Company at par value.

Share based payments:
The consideration for equity instruments issued by the Company in exchange for services provided.

Merger reserve:
The fair value of the consideration given that exceeds the nominal value of the ordinary shares issued by the Company for the acquisition of DWC.

Exchange reserve:
The translation of the Group's financial results into the reporting currency of the Company.

Retained losses:
The accumulated net losses retained by the Company at the end of the reporting periods.

Non-controlling interest
The portion of equity ownership in DWC that is not attributable to the Company.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Group's consolidated financial information requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and certain disclosures. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities in the future.

In the process of applying the Group's accounting policies which are described in note 4, management has made certain key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year, as described below.

Key sources of estimation, uncertainty and judgement

Impairment of non-current assets

The Group evaluates whether the non-current assets have suffered any impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. The recoverable amount of cash-generating unit (CGU) has been determined based on a value in use calculation assuming that the Group will obtain sufficient funds to finance the construction of manufacturing plant to realise the economic benefits of the non-current assets. These calculations require the use of estimates and the going concern assumption.

The value in use calculation as of 31 December 2022 applied a discounted free cash flow model using cash flow projections of future expenditure on the plant, together with the expected revenue generated from the manufacturing plant through to the expiry of the rights of the intangible asset. These projections reflect management's best estimate of the future results of the CGU based on past experience and future outlook, having undertaken various market studies on the prospects of this industry in Asia. Based on the value in use calculation, the recoverable amount of the CGU exceeds its carrying amount as at 31 December 2022.

The key accounting judgements in relation to the value of the licence are:

- The Accoya® Wood factory construction project commencing in H2 2023. Given the previous delays in the project and the local operating environment, this is a critical assumption. Management have considered a scenario where the commencement of the project is delayed by six months, being the likely timeframe of any possible delay. In this scenario, no impairment is required to the carrying value of the licence asset. If further significant delays are experienced, an impairment may be required to the carrying value,

- The construction, and subsequent operation, of the manufacturing plant is reliant on the approval from local government which management consider will be in line with the expected commencement date of the construction project.

The key accounting estimates in relation to the assumptions used for the value in use calculation included the following:

- The manufacturing plant will be constructed in Jiangsu Province, China and be operational during 2024/2025 The gross contribution will improve significantly following the construction of the manufacturing plant as a result of lower production costs whilst gradually increasing the sales volume of Accoya® Wood.

- Sales volume prior to operation of the Group's own manufacturing facilities will reflect the volume of supply it can secure from the Licensor. Once the Group's manufacturing plant is operational, production capacity is forecast to progressively increase.

- The selling price of Accoya® Wood is forecast to decrease for several years and then increase from 2029 year on year.

- The purchase cost of Accoya® Wood directly from the Licensor is expected to increase year on year until the commercial production of the Group's China Accoya® Wood factory.

- Operating overheads are forecast to increase year on year throughout the projections.

- A discount rate of 25.25% has been applied in the value in use calculation for the period from 1 January 2023 to 31 December 2043 for the joint venture.

Accounting treatment for joint venture

As described in note 15, the Group has a 51% equity interest in the joint venture company, Jiangsu Dragon Wood Company Limited. Under the Joint Venture agreement, any decisions or resolutions by the board of the joint venture company would require at least 75% affirmative votes by the joint venture board and shareholders. Therefore, the directors consider that the Group's interest in the joint venture should be under the equity accounting method.

Share based payments

The fair value of share-based compensation is calculated using the Binomial Option Pricing Model. The inputs to this model include a business valuation based on discounted free cashflows using cash flow projections of future expenditure on the plant, together with the expected revenue generated from the manufacturing plant, discounted at a weighted average cost of capital rate calculated at point of issue. The key inputs to this calculation are therefore similar to the value in use calculation above. There are also other inputs listed below, which are further detailed in note 21-

- Volatility rate: calculated with reference to the median of the historical price volatilities of comparable companies that have similar business nature to the Group

- Risk Free Rate: based on the yields of Euro area central government bonds sourced from European Central Bank.

- Expected Dividend Yield: as expected by management

6. SEGMENTAL REPORT

The Directors identify operating segments based upon the information which is regularly reviewed by the chief operating decision makers. The Group considers that the chief operating decision makers are the members of the Board of Directors. The Group has identified a single reportable segment which is the sale of Accoya® Wood. The Group generates revenue from the geographical regions in China and the ASEAN countries, based on the location of its customers. All of the group's non-current assets are held in Greater China.

7. REVENUE

	Year to 31 December 2022 €'000	Year to 31 December 2021 €'000
Revenue		
Sale of goods	-	1,014
	-	1,014

The Group had no external customers in 2022 due to the transfer of the commercial operations to the JV company.

8. LOSS BEFORE TAXATION

The Group's loss before taxation is arrived at after charging the following:

	Year to 31 December 2022 €'000	Year to 31 December 2021 €'000
a) Staff costs		
Wages and salaries (including directors' remuneration)	983	948
Social security contributions incurred by the Group	69	23
Contribution to defined contribution retirement plans	22	56
	1,074	1,027

Average staff number in the year for CBM and DWC were as follows:

	Year to 31 December 2022 Number	Year to 31 December 2021 Number
Management	8	9
Administrative	2	2
	10	11

	Year to 31 December 2022 €'000	Year to 31 December 2021 €'000
b) Other items		
Business travel expense	86	118
Cost of inventories	-	916
Short term lease rentals in respect of office space	37	33
Share based payment expense	570	573
Consultants' fees	734	717
Insurance	32	32
Professional fees- legal, marketing & finance	225	307
Other costs	327	404
Amortisation of:		
- intangible assets	1,140	1,140

9. AUDITOR'S REMUNERATION

	Year to 31 December 2022 €'000	Year to 31 December 2021 €'000
Fees payable to the Groups auditor and its associates for the audit of the Group's annual financial statements	112	125

10. FINANCE COSTS

	Year to 31 December 2022 €'000	Year to 31 December 2021 €'000
Interest on borrowings wholly repayable within five years	186	160
Investment finance fees	118	61
Bank charges	9	8
Total interest expense on financial liabilities	313	229

11. INCOME TAX

(a) Income tax in the consolidated statement of profit or loss represents:

No provision has been made for Corporation Tax as the Group did not earn any assessable profit subject to tax for the year ended 31 December 2022 (2021: €Nil). No provision has been made for tax in the subsidiaries of the group in their own countries for the same reason. There is no liability in the consolidated statement of financial position.

(b) Reconciliation between tax expense and accounting loss at the applicable tax rates:

	Year to 31 December 2022 €'000	Year to 31 December 2021 €'000
Loss before taxation	(5,427)	(4,891)
Notional tax on loss before taxation, calculated at the rates applicable to profits in the tax jurisdictions concerned	(534)	(750)
Tax effect of unused tax losses not recognised	210	370
Tax effect of non-deductible expenses	324	380
Tax charge	-	-

(c) Deferred tax assets:

At 31 December 2022, in accordance with the accounting policy the Group has not recognised deferred tax assets in respect of unused tax losses available for offsetting against future profits that may be carried forward for up to five years for EIT purpose, there are no material unrecognised deferred tax liabilities arising from temporary differences (2021: €Nil).

The Group has not recognised deferred tax assets arising from the accumulated tax losses. Subject to the agreement by the Hong Kong Inland Revenue Department and the PRC local tax authority, these tax losses can be carried forward against future taxable income and amount to €27,478,000 (2021: €25,937,000).

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate of 5% is possibly applied to DWC as there is a tax treaty between the PRC and Hong Kong.

The Group is therefore liable to withholding taxes on dividends distributed by the subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

12. DIRECTORS' REMUNERATION

	Year to 31 December 2022 €'000	Year to 31 December 2021 €'000
Directors' fees	49	128
Salaries and allowances	840	719
Share based payments	270	258
Employers pension contributions	22	21
	1,181	1,126

All Directors' remuneration is classified as a short-term employee benefit. The highest paid Director received remuneration of €222,967 (2021: €252,000).

13. LOSS PER SHARE

a) Basic and Diluted loss per share

The calculation of basic loss per share is based on the loss attributable to shareholders of the Company of approximately €5,390,000 (2021: €4,857,000) and the weighted average number of 82,393,705 ordinary shares (2021: 76,216,236 ordinary shares) in issue during the year. In accordance with IAS 33 *"Earnings per share"*, where an entity has reported a loss for the year, the share options are not dilutive.

14. INTANGIBLE ASSET AND LICENCE FEE PAYABLE

a) Intangible asset

	Year to 31 December 2022 €'000	Year to 31 December 2021 €'000
Cost		
As at 31 December 2022 and 2021	19,383	19,383
Accumulated amortisation		
Beginning of the year	9,300	8,160
Amortisation charge for the year	1,140	1,140
End of the year	10,440	9,300
Net book value		
As at 31 December	8,942	10,083

On 12 August 2010, DWC and TW entered into a technology licence agreement (Licence Agreement) in order to replace previous licence agreements between the parties signed in prior years.

The key terms of the Licence Agreement are summarised as follows:

DWC has acquired the rights to manufacture, market, distribute and sell Accoya® Wood into China and the ASEAN countries. These rights continue for as long as TW's patents are valid related to the acetylation of wood or so long as the related know how remains confidential, whichever is the later.

In China, this right is exclusive for as long as TW's patents related to the acetylation of wood are valid, or the know how remains confidential. Patents generally expire 20 years after their application or priority date. The most recent patent was applied for by TW in 2021, so the soonest date of exclusivity in China might end would be at least 2041. However, TW continues to generate new patents and know how, and the exclusivity date may be extended for many more years including the date from when new patent applications falling under the Licence Agreement are filed.

DWC has the right to manufacture, market, distribute and sell Accoya® wood into the ASEAN countries until at least 2041, or beyond.

	China Market	**ASEAN Markets**
Accoya® Rights - **Manufacture** - **Market, Distribute and Sell**	Exclusive right while Accoya® patents are valid, or know how remains confidential (year 2041+).	Non-exclusive right while Accoya® patents are valid, or know how remains confidential (year 2041+).

Additional key terms of the Licence Agreement are:

i) A right of first refusal to enter into exclusive licensing arrangements for Tricoya Wood Elements technology in the PRC.

ii) DWC may sub-licence the Intellectual Property Rights to its subsidiaries or any affiliate of the Company without obtaining consent from TW.

iii) Titan Wood Technology B.V. (TWTBV) will provide advice and technical services to support the Group to construct facilities and commission the licenced capacity. Service fees will be charged by TWTBV to the Group at a per diem charge per person, plus all associated expenses. During the year 2022, TWTBV provided services to the Group in preparation for the construction of the Accoya® Wood factory in Jiangsu Province, China.

Please refer to Note 5 for more details of the estimate of uncertainty.

b) Licence fee payable

The Group has a licence fee payable as follows:

	Present value of the minimum fee payable **€'000**	Total minimum fee payable **€'000**
As at 31 December 2022 and 31 December 2021		
Repayable		
- over one year but not exceeding five years	545	571

As at 31 December 2022, the present value of the licence fee payable on future capacity expansion was €545,000 (2021: €545,000), which will be settled nine months after the construction commences on future capacity expansion projects expected within the coming five years. According to the Licence Agreement, DWC shall also pay TW a royalty fee of €25 per m^3 of Accoya® Wood sold ("Royalty Fee") for the first 20 years following commissioning of the respective production project and thereafter, an amount equal to 25% of the royalty payable during the last year of payments. There were no movements on the license fee during the current year.

15. INTEREST IN JOINT VENTURES

In March 2021 the Company entered into a joint venture agreement with NTAAC to build the first Accoya® Wood factory in China. Under the terms of the agreement, a new company was formed between CBM's subsidiary DWC and NTAAC, called Jiangsu Dragon Wood Company Limited (JDW). The principal place of business of JDW is PRC. DWC and NTAAC have agreed specific factory-related milestones and equity contributions by each party. DWC has a 51% equity stake in JDW. The joint venture is measured using the equity method.

	31 December 2022 €'000	31 December 2021 €'000
Share of equity accounted joint venture		
At 1 January 2022	244	-
Investment in joint venture	102	561
Capital contribution	139	-
Share of loss of joint venture	(384)	(332)
Foreign exchange	(4)	15
At 31 December 2022	97	244

Under the JV agreement, the Company has a commitment to contribute further equity financing to JDW for the construction of the Accoya® Wood factory as future milestones are met.

	31 December 2022 €'000	31 December 2021 €'000
Financial information of joint venture – Balance sheet		
Non-current assets	14	17
Cash and cash equivalents	42	576
Other current assets	299	225
Current assets	341	801
Trade and other payables	(3)	(304)
Other current liabilities	(161)	(36)
Current liabilities	(164)	(340)
At 31 December 2022	191	478
51% share of the joint venture included in the Group accounts	97	244

	31 December 2022 €'000	31 December 2021 €'000
Financial information of joint venture – Result for the year		
Revenue	526	161
Profit or loss from continuing operations	(753)	(812)
Other comprehensive income	-	-
Total comprehensive income for the year	(753)	(651)
51% share of the joint venture included in the Group accounts	(384)	(332)

16. TRADE AND OTHER RECEIVABLES

	31 December 2022 €'000	31 December 2021 €'000
Trade receivables	-	161
Less: allowance for expected credit loss	-	(161)
	-	-
Other receivables	14	30
Prepayment and deposits	201	208
	215	238

Movements in the allowance for expected credit loss:

	31 December 2022 €'000	31 December 2021 €'000
Beginning of the year	161	152
Exchange difference	-	9
End of the year	161	161

As of 31 December 2022, trade receivables amounting to €nil (2021: €161,000) were individually determined to be impaired. The individually impaired receivables were outstanding for over 60 days at the end of the reporting year or were due from customers with financial difficulties.

17. CASH AND CASH EQUIVALENTS

	31 December 2022 €'000	31 December 2021 €'000
Cash and cash equivalents in the consolidated statement of financial position and the consolidated statement of cash flows	128	158

Bank balances carried interest rates of 0.001% annum (2021: 0% to 0.35% per annum). The bank balances were deposited with banks and financial institutions.

At 31 December 2022, the Group held bank balances of €128,000 (2021: €158,000). Of these amounts only €652 (2021: €490) were deposited in bank accounts within the Peoples Republic of China (PRC) which can only be remitted outside the PRC by means of the approval of an application of remittance of foreign exchange by the State Administration for Exchange Control.

18. TRADE AND OTHER PAYABLES

	31 December 2022 €'000	31 December 2021 €'000
Trade payables	476	422
Other payables	372	26
Accruals	230	261
	1,078	709

19. INTEREST BEARING BORROWINGS

Convertible loan

The loan is unsecured and subject to an interest rate of 15%. As part of the existing loan arrangement the Loan Facility has a maturity date of 31 December 2024. During 2022, conversions of loan principal, interest and fees were made for €2,854,986, in exchange for 6,851,965 shares. Both the loan holder and the Company have the right to convert any amount owing under the facility into Ordinary Shares prior to the maturity date.

During the year, the Company obtained a new loan facility of €300,000, which is subsequently settled in exchange for 240,000 shares, as described in note 20.

The loan amounts to €nil at 31 December 2022 (2021: €nil). A reconciliation of the movements is shown below:

	2022 €'000	2021 €'000
Interest bearing borrowings		
Brought forward	-	-
Cash flows of advance loans – new loan facility	300	-
Cash flows of advance loans – convertible loan	2,500	2,790
Share conversion	(3,155)	(2,950)
Interest and fees	355	160
As at 31 December	-	-

The quantum of any possible equity component relating to conversion rights is considered to be immaterial to the fair value of the convertible loans, equity in the statement of financial position and potential consequent impact on the finance charge on the instruments and therefore no equity component was recognised.

Bounce Back loan

On 17 February 2021 the Company agreed a fixed rate loan of £50,000 with RBS under the UK Government's Bounce Back Loan Scheme (BBLS). The loan did not attract interest or require repayment for the first 12 months, but interest accrues thereafter at a rate of 2.5%. The loan has a term of 6 years.

	2022 €'000	2021 €'000
Interest bearing borrowings – bounce back loan		
Brought forward	58	-
Cash flows of advance loans	(9)	58
Exchange difference	(4)	-
Interest and fees	1	-
As at 31 December	46	58

At 31 December, €10,000 (2021: €9,000) of the balance of the loan was repayable in less than one year, and €36,000 (2021: €49,000) of the loan was repayable in more than one year.

20. SHARE CAPITAL

	Number of shares	€'000
Issued and fully paid		
1 January 2021	72,862,585	8,549
Issued May 2021	4,123,188	480
Issued June 2021	394,960	46
Issued November 2021	3,304,345	391
Issued December 2021	739,893	88
31 December 2021	81,424,971	9,554
Issued 29 December 2022	6,851,965	775
Issued 29 December 2022	240,000	27
At 31 December 2022	88,516,936	10,356

During the year, 6,851,965 shares were issued following conversion of €2,854,986 debt owing under the Loan Facility, and 240,000 shares were issued in satisfaction of debts totalling €300,000.

The number of shares in issue at 31 December 2022 was 88,516,936 with a par value of £0.10 giving a quoted capitalisation of £8,851,694. Conversion to Euro is at the historical rate.

21. SHARE OPTIONS & WARRANTS

2022 scheme

During 2022 there was a grant of share options to directors under the 2021 scheme. On 2 July 2022 a total of 961,029 options were granted to directors and consultants. Of the issued options, 911,029 were issued to directors of the DWC board. The options will vest in three tranches of 33.3% per year on condition of continued service. Expiry will be 7 years from the grant date.

2021 scheme

During 2021 there was a grant of share options to directors under a new scheme (2021 scheme). On 1 May 2021 a total of 6,866,250 options were granted to directors. The majority of these options (6,562,574) replaced options granted under the 2019 and 2017 schemes. Of the issued options, 303,676 were a new issue to a director of the DWC board. The options will vest in three tranches of 33.3% per year on condition of continued service. Expiry will be 7 years from the grant date.

The unexpired share options and warrants (excluding Funding Warrants) at the end of the year had exercise prices between €0.42 and €1.25 with a remaining weighted average contractual life of 5.22 years (2020: 6.56 years). The number and weighted average exercise prices of share options and warrants are as follows:

2022	**Weighted average exercise price €**	**Number of options**
Outstanding/unexercised at beginning of the year	0.45	7,341,250
Granted during the year – options	0.42	961,029
Exercised during the year	-	-
Outstanding/unexercised at the end of the year	0.45	8,302,278
Exercisable at end of year	0.51	2,763,750

2021	**Weighted average exercise price €**	**Number of options**
Outstanding/unexercised at beginning of the year	1.16	7,639,974
Granted during the year – options	0.42	6,866,250
Exercised during the year	0.35	(360,000)
2017, 2019 & 2020 scheme cancellation (due to replacement)	1.25	(6,562,574)
Expiry of 2016 scheme options	0.35	(242,400)
Outstanding/unexercised at the end of the year	0.45	7,341,250
Exercisable at end of year	0.93	475,000

The fair value of services received in return for share options and warrants granted were measured by reference to the fair value of share options and warrants granted and was approximately €358,000 (2021: €523,000). The estimate of the fair value of the share options and warrants granted is measured based on the Binomial Option Pricing Model. The contractual life of the share options is used as an input into this model.

Fair value of share options and warrants and assumptions:

CBM 2022 Scheme	Grant 2 July 2022
Fair value of share options at the measurement date	€0.36
Share price	€0.659
Exercise price	€0.42
Expected volatility	49.512%
Option life	7 years
Expected dividends	0.00%
Risk-free interest rate	1.189%

CBM 2021 Scheme	Grant 1 January 2021
Fair value of share options at the measurement date	€0.32
Share price	€0.642
Exercise price	€0.42
Expected volatility	49.134%
Option life	10 years
Expected dividends	0.00%
Risk-free interest rate	-0.411%

Expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options) of listed companies operating in similar industries to that of the Group. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimates.

The Group has also issued warrants to subscribe for ordinary shares as part of a funding arrangement agreed in connection with the investment framework for planned development of the Accoya® Wood manufacturing facility (Funding Warrants). The Investor will subscribe for shares in cash by exercising the Funding Warrants, and that cash is to be used in accordance with the investment framework. As such the Funding Warrants in themselves have no intrinsic fair value, over and above facilitating the funding arrangement, and therefore no charge to the consolidated profit or loss is recorded in respect of these.

22. RELATED PARTY TRANSACTIONS

The Group had the following significant transactions with its related parties including shareholders.

(a) Key management personnel of the Group are the directors. Details of their remuneration are disclosed in note 12.

All of the transactions were carried out in the normal course of the Group's business and on terms as agreed between the transacting parties. They were summarised as follows:

	31 December 2022 €'000	31 December 2021 €'000
Corporate advice fees charged by a related party (Note (i))	435	480
Share based payment (Note (ii))	266	-
Interest charged by a shareholder (Note (iii))	184	160
Observation, commitment and monitoring fees charged by a shareholder (Note (iv))	300	339
Director bonuses accrued (Note (v))	45	-

Notes:

(i) In 2022, corporate advisory fees of approximately €435,000 (2021:€480,000) were charged by Morinaka S.L., for the provision of services in relation to liaison with shareholders, government officials, business partners and potential investors. The director of Morinaka S.L. is one of the directors of DWC.

(ii) Share based payments include €266,418 for share options issued to Morinaka S. L for the provision of services in relation to the Group. The director of Morinaka S.L. is one of the directors of DWC.

(iii) Interest of €183,730 was charged for the year ended 31 December 2022 (2021: €160,000) on the Loan Facility drawdown amount. The Loan Facility provider is a minor shareholder in the Company, holding less than 5%.

(iv) Observation, commitment & monitoring fees were charged by a family office investor and shareholder of approximately €300,000 (2021: €339,000).

(v) Bonuses accrued for directors were €45,000 (2021: nil).

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise trade and other receivables, cash and cash equivalents, trade and other payables and interest-bearing borrowings.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk, interest rates risk and foreign currency risk.

a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables and the deposits with banks and other current financial assets.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These take into account the customer's past payment history, financial position and other factors. Trade receivables are due within 60 days of the date of billing. There is no concentration of credit risk due to the customer base being large and unrelated. The Group does not hold any collateral over these balances. The full balance of trade receivables was provided for in 2021 and trade receivables for the current year are nil.

The Group mitigates its exposure to credit risk on bank deposits by placing deposits with financial institutions with established credit ratings. Management does not expect any counterparty to fail to meet its obligations.

At 31 December 2022, the Group has no concentration of credit risk as 100% (2021: 100%) of total bank balances were deposited at three financial institutions with good credit ratings.

b) Liquidity risk

The Group monitors its risk of a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial liabilities and financial assets (e.g. trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of its own operating cash reserve and interest-bearing borrowings. The Group maintains good business relations and ensures compliance with covenants as stipulated in the facility agreements.

The maturity profile of the Group's financial liabilities at the end of the year, based on the contractual undiscounted cash flows, is as follows:

As at 31 December 2022	**Within 1 year or on demand**	**More than 1 year but less than 2 years**	**More than 2 years but less than 5 years**	**More than 5 years**	**Total contractual undiscounted cash flows**	**Carrying amount**
	€'000	**€'000**	**€'000**	**€'000**	**€'000**	**€'000**
Interest bearing loans	12	12	26	-	50	46
Other payables and accruals	1,078	-	-	-	1,078	1,078
Licence fee payable	-	571	-	-	571	545
	1,090	583	26	-	1,699	1,669

As at 31 December 2021	**Within 1 year or on demand**	**More than 1 year but less than 2 years**	**More than 2 years but less than 5 years**	**More than 5 years**	**Total contractual undiscounted cash flows**	**Carrying amount**
	€'000	**€'000**	**€'000**	**€'000**	**€'000**	**€'000**
Interest bearing loans	11	13	38	1	63	59
Other payables and accruals	709	-	-	-	709	709
Licence fee payable	-	571	-	-	571	545
	720	584	38	11	1,343	1,313

c) Foreign currency risk

The Group's exposure to foreign currency risk related primarily to cash and cash equivalents, trade and other receivables, trade and other payables that are denominated in currencies other than the functional currency of the relevant group entities.

i) *Exposure to currency risk*

The following table details the Group's exposure at the end of the year to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. Differences resulting from the translation of the financial statements of the entity within the Group into the Group's presentation currency are excluded.

	31 December 2022			
	Hong Kong Dollars	**British Pounds Sterling**	**Euro**	**United States Dollars & other**
	€'000	**€'000**	**€'000**	**€'000**
Cash and cash equivalents	-	-	1	1
Other payables and accruals	(114)	(112)	-	(65)
Interest bearing borrowings	-	-	-	-
Overall exposure to currency risk	(114)	(112)	1	(64)

	31 December 2021			
	Hong Kong Dollars	**British Pounds Sterling**	**Euro**	**United States Dollars**
	€'000	**€'000**	**€'000**	**€'000**
Cash and cash equivalents	-	-	-	-
Other payables and accruals	(85)	-	(13)	(52)
Interest bearing borrowings	-	-	-	-
Overall exposure to currency risk	(85)	-	(13)	(52)

ii) *Sensitivity analysis*
The following table indicates the instantaneous change in the Group's loss for the year and accumulated losses that would arise if foreign exchange rates to which the Group has significant exposure at the end of the year had changed at that date, assuming all other risk variables remained constant.

	31 December 2022		31 December 2021	
	Increase/ decrease in foreign exchange rates	**Effect on loss after tax and accumulated losses €'000**	**Increase/ decrease in foreign exchange rates**	**Effect on loss after tax and accumulated losses €'000**
Hong Kong Dollars	5%	(6)	5%	(4)
	(5)%	6	(5)%	4
British Pound Sterling	5%	(6)	5%	-
	(5)%	6	(5)%	-
Euro	5%	(0)	5%	(1)
	(5)%	0	(5)%	1
United States Dollars	5%	(3)	5%	(3)
	(5)%	3	(5)%	3

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on the Group's loss and equity measured in the respective functional currencies, translated into Euro at the exchange rate ruling at the end of the year for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the year. The analysis excluded differences that would result from the translation of the financial statements of the entities within the Group into the Group's presentation currency. The analysis is performed on the same basis for the year from 1 January 2021 to 31 December 2022.

d) Fair values

All financial instruments are carried at amounts not materially different from their fair values as at 31 December 2022 and 31 December 2021.

e) Interest rate risk

During the year, the Group had not entered into any interest swap contracts. The Group's interest rate profile, as monitored by the management, is set out below:

	31 December 2022		31 December 2021	
	Effective interest rates	€'000	Effective interest rates	€'000
Fixed rate borrowings:				
Interest-bearing borrowings	2.5%	47	2.5%	58

All of the interest bearing loans of the company which are fixed rate instruments are insensitive to any change in interest rates. A change in interest rates at the end of the reporting year would affect neither profit nor loss.

24. EVENTS AFTER THE REPORTING DATE

No subsequent events to note after reporting date.

COMPANY STATEMENT OF FINANCIAL POSITION
As at 31 December 2022

	Notes	31 December 2022 €'000	31 December 2021 €'000
NON-CURRENT ASSETS			
Investment in subsidiaries	7	32,173	32,173
TOTAL NON-CURRENT ASSETS		32,173	32,173
CURRENT ASSETS			
Debtors	8	3,405	2,117
Cash at bank		4	-
TOTAL CURRENT ASSETS		3,409	2,117
CURRENT LIABILTIES			
Amounts falling due within one year	9	247	157
TOTAL CURRENT LIABILITIES		247	157
NET CURRENT ASSETS		3,162	1,960
NON-CURRENT LIABILITIES			
Convertible loan note liability	10	37	49
TOTAL NON-CURRENT LIABILITIES		37	49
NET ASSETS		35,298	34,084
CAPITAL AND RESERVES			
Called up share capital		10,356	9,554
Share premium		17,447	15,094
Share based payment reserve		3,007	2,437
Foreign exchange reserve		(518)	(390)
Retained earnings		5,006	7,389
SHAREHOLDERS' FUNDS		35,298	34,084

The loss for the year of the company was €2,383,000 (2021: €2,626,000)

The financial statements were approved by the Board of Directors on 28 April 2023 and were signed on its behalf by:

………………………………………………………………
Paul Richards - Director

Company number: 09357256

COMPANY STATEMENT OF CHANGES IN EQUITY
For the year ended 31 December 2022

	Called up share capital	Share premium	Share based payment reserve	Foreign exchange reserve	Retained earning	Total equity
	€'000	€'000	€'000	€'000	€'000	€'000
Balance at 1 January 2021	**8,549**	**12,226**	**1,864**	**(802)**	**10,015**	**31,852**
Transactions with owners						
Loan conversion	831	2,119	-	-	-	2,950
Share issue	174	749	-	-	-	923
Share based payment	-	-	573	-	-	573
Total transactions with owners	1,005	2,868	573	-	-	4,446
Comprehensive income for the year						
Loss for the year	-	-	-	-	(2,626)	(2,626)
Other comprehensive income						
Exchange differences on translation to presentational currency	-	-	-	412	-	412
Total comprehensive loss for the year	**-**	**-**	**-**	**412**	**(2,626)**	**(2,214)**
Balance at 31 December 2021	**9,554**	**15,094**	**2,437**	**(390)**	**7,389**	**34,084**
Transactions with owners						
Loan conversion	27	273	-	-	-	300
Share issue	775	2,080	-	-	-	2,855
Share based payment	-	-	570	-	-	570
Total transactions with owners	802	2,353	570	-	-	3,725
Comprehensive income for the year						
Loss for the year	-	-	-	-	(2,383)	(2,383)
Other comprehensive income						
Exchange differences on translation to presentational currency	-	-	-	(128)	-	(128)
Total comprehensive loss for the year	**-**	**-**	**-**	**(128)**	**(2,383)**	**(2,511)**
Balance at 31 December 2022	**10,356**	**17,447**	**3,007**	**(518)**	**5,006**	**35,298**

NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated in England and Wales on 16 December 2014 as a public company with limited liability under the UK Companies Act. The registered office of the Company is Floor 6 International House, 4 Maddox Street, London, England, W1S 1QP. The Company did not trade during either the current year or prior year.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements
These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Going concern
The Group's current business is the importing and marketing of Accoya® Wood, which the Group has done since 2008. The Group has sufficient financing available to operate this existing import business on a going concern basis. The directors are of a view that there is an investment opportunity for the Group to build and operate its own Accoya® Wood factory in China. By virtue of the investment agreement signed with Nantong Acetic Acid Chemical Company Ltd (NTAAC) on 31 March 2021, the LOI with its partner bank, and the subscription agreement entered into between a private family office, the directors believe there is now sufficient funding available to build the first Accoya® Wood factory in China.

The execution of the business plan and the availability of additional funds are inherently uncertain. The business plan is dependent on the standard milestones in such a project, including the approval of the joint venture by local government officials, and the successful construction and operation of a manufacturing plant. Changes in these factors could also result in an impairment to the carrying value of the licence assets. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

Despite these uncertainties, the directors are confident that the Company will be able to obtain sufficient funds and to execute its business plan to fully realise the Group's carrying amount of the non-current assets. In December 2022, the Company obtained an additional loan facility of €2.8 million euros to support the Company and the Group's operations, and the loan agreement has been extended to 31 December 2024 and facility headroom increased to a total aggregate amount of €4.66 million euros.

The directors have reviewed the cash flow projections and considered the Company will have sufficient financial resources for a period at least twelve months from the date of approval of these financial statements to meet its financial obligations as and when they fall due. Accordingly, the parent company's financial statements have been prepared on the going concern basis.

Should the Company be unable to continue as a going concern, adjustments would have to be made to restate the value of assets to their recoverable amounts, to provide for further liabilities that might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effect of these potential adjustments has not been reflected in these financial statements.

Foreign currencies
The company's functional currency is Pound Sterling (£) and the presentational currency is Euro (€)**.**

Parent company disclosure exemptions
In preparing the separate financial statements of the parent company, advantage has been taken of the following disclosure exemptions available in FRS 102:

• Only one reconciliation of the number of shares outstanding at the beginning and end of the year has been presented as the reconciliations for the group (see note 20 in the notes to the group accounts) and the parent company would be identical. Hence, the parent company has not disclosed this reconciliation in its notes to the accounts;
• Disclosures in respect of the parent company's financial instruments and share-based payment arrangements have not been presented as equivalent disclosures have been provided in respect of the group as a whole;
• No disclosure has been given for the aggregate remuneration of the key management personnel of the parent company as their remuneration is included in the totals for the group as a whole; and
• No cash flow statement has been presented for the parent company.

Parent company loss for the year
The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own statement of comprehensive loss in these financial statements.

Investments in subsidiaries
The Company's investment in its subsidiaries is carried at cost less provision for any impairment. The carrying value is tested for impairment when there is an indication that the value of the investment might be impaired. When carrying out impairment tests these would be based upon future cash flow forecasts and these forecasts would be based upon management judgement. The Board review the subsidiary forecasts to determine whether any provision impairment is required and where the forecasts indicate future profitability, no impairment provision is made.

Critical accounting estimates and judgements
The Directors apply the critical accounting estimates and judgements used in the Group's assessment of the recoverability of non-current assets, as described in note 5 to the consolidated financial statement, and the market capitalisation to determine whether there is any indication of impairment in respect of the carrying value of investments in subsidiaries and the amount owed by subsidiaries. If there is an indication of possible impairment, the recoverable amount of the Group's non-current asset is estimated and compared with its carrying amount. Any resulting impairment loss is recognised immediately in profit or loss. As a result of this, there are no indicators of impairment.

3. STAFF COSTS

Key management personnel were engaged by the company.

	Year to 31 December 2022 €'000	Year to 31 December 2021 €'000
Wages and salaries	707	719
Social security contributions incurred by the Company	29	23
Contribution to defined contribution retirement plans	22	21
	758	763

4. OPERATING LOSS

The operating loss is stated after (crediting)/charging:

	31 December 2022 €'000	31 December 2021 €'000
Foreign exchange differences	(133)	430

5. AUDITOR'S REMUNERATION

	Year to 31 December 2022 €'000	Year to 31 December 2021 €'000
Fees payable to the Groups auditor and its associates for the audit of the Group's annual financial statements	43	31

6. TAXATION

No liability to UK corporation tax arose on ordinary activities for the year as the Company did not generate any assessable profit during the reporting period.

The Company has incurred available tax losses of approximately €1,382,000 (2021: €1,643,000) to carry forward against future taxable profit. No deferred tax asset has been recognised in respect to these accumulated tax losses as there is insufficient evidence that the amount will be recovered in future years.

7. INVESTMENT

	Group Undertakings €'000
Cost	
At 1 January 2022	32,173
Additions	-
At 31 December 2022	32,173

The principal undertakings in which the company's interest at the year-end is 20% or more are as follows:

Name	**Country of incorporation or registration**	**Proportion of voting rights and ordinary share capital held**	**Nature of business**
Diamond Wood China Limited	Hong Kong	98.74%	Trading in the wood business
Diamond Wood Nanjing Manufacturing Company Ltd*	PRC	98.74%	Trading in the wood business
Diamond Wood (Shanghai) Trading Company Ltd*	PRC	98.74%	Trading in the wood business
Jiangsu Dragon Wood Company Limited*	PRC	51.00%	Manufacturing and trading in the wood business

*Held indirectly through Diamond Wood China Limited

Registered offices:
Diamond Wood China Limited – 12/F Henley Building, Suite No. 8783, 5 Queen's Road Central, Central, Hong Kong.

Diamond Wood Nanjing Manufacturing Company Ltd - 168-080, Fang Shui Road, Nanjing Chemical and Industrial Park 2B3-1, Liu He District, Nanjing, Jiangsu Province, China

Diamond Wood (Shanghai) Trading Company Ltd - Room 2007-2008, No. 300 Xi Kang Road, Jing An District, Shanghai, China

Jiangsu Dragon Wood Company Limited - Jiangsu Dragon Wood Company Limited – Room 1005,Yangkou Port Commercial Building,No.9 Group, Gangcheng village, Changsha town, Rudong，Jiangsu Province, China

8. DEBTORS

	31 December 2022 €'000	31 December 2021 €'000
Amounts owed by group undertakings	3,351	2,074
Prepayments	42	38
Other debtors	12	5
	3,405	2,117

Amounts owed by group undertakings comprise an unsecured non-interest bearing intercompany balance which is repayable on demand.

All other amounts shown under debtors fall due for payment within one year.

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2022 €'000	31 December 2021 €'000
Trade creditors	108	62
Other creditors	83	9
Accruals	46	77
Interest bearing borrowings	10	9
	247	157

10. INTEREST BEARING BORROWINGS

Diamond Wood - loan facility

Following CBM becoming the holding company of DWC on 31 December 2016, an intergroup facility was made available. The terms of the intergroup facility were such that the amount is unsecured, interest free and repayable on demand. This intercompany loan between CBM and DWC has been eliminated on consolidation at 31 December 2022 and 31 December 2021.

Convertible loan

The loan is unsecured and as part of the existing loan arrangement the Loan Facility has a maturity date of 31 December 2024. During 2022, conversions of loan principal, interest and fees were made for €2,854,986, in exchange for 6,851,965 shares. Both the loan holder and the Company have the right to convert any amount owing under the facility into Ordinary Shares prior to the maturity date. The Company's share of the loan amounted to €nil (2021: € nil) A reconciliation of the movements is shown below:

	2022 €'000	2021 €'000
Interest bearing borrowings		
Brought forward	-	-
Cash flows	2,500	2,790
Share conversion	(2,855)	(2,950)
Interest	355	160
As at 31 December	-	-

Bounce Back loan

On 17 February 2021 the Company agreed a fixed rate loan of £50,000 with RBS under the UK Government's Bounce Back Loan Scheme ("BBLS"). The loan does not attract interest or require repayment for the first 12 months, but interest accrues thereafter at a rate of 2.5%. The loan has a term of 6 years.

	2022 €'000	2021 €'000
Interest bearing borrowings – bounce back loan		
Brought forward	58	-
Cash flows of advance loans	(10)	58
Exchange variance	(3)	
Interest and fees	1	-
As at 31 December	46	58

At 31 December, €10,000 of the balance of the loan was repayable in less than one year, and €37,000 of the loan was repayable in more than one year.

11. RELATED PARTY DISCLOSURE

Other than the Directors' remuneration disclosed in the Group accounts, the Company has outstanding balances due from DWC, its subsidiary. See note 10 for more details of this intercompany balance.

During the year, the Company entered into the following transactions with DWC:

	31 December 2022 €'000	31 December 2021 €'000
Opening balance	2,074	9,661
Loan advanced	2,408	2,896
Conversion of loan to Company shares	-	(9,661)
Management fee income	146	84
Other costs recharged from subsidiaries	(1,276)	(906)
Balance owing as at 31 December	3,352	2,074

12. EVENTS AFTER THE REPORTING DATE

No subsequent events to note after reporting date.