Registered in England and Wales number: 06349474

SYNTHOMER OVERSEAS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

COMPANY INFORMATION

Directors	Anant Prakash Lily Liu
Registered number	06349474
Registered office	Yule Catto Building Temple Fields Harlow, Essex United Kingdom CM20 2BH

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DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022

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

Directors

The Directors who served during the year and up to the date of signing the financial statements, except as noted, were:

Lily Liu (appointed 1 July 2022)
Richard Atkinson (resigned 14 March 2023, secretary also)
Stephen Guy Bennett (resigned 1 July 2022)

The following Director was appointed after the year end:
Anant Prakash (appointed 14 March 2023)

No Directors' indemnity provision is in place.

Results and dividends

The loss before taxation for the year on continuing operations amounted to £26,774,000 (2021: £nil). With net assets of £2,280,000 (2021: £2,412,000), the Company remains in a strong financial position.

No interim dividend has been proposed or paid in respect of the year ended 31 December 2022 (2021: £nil). The Directors do not recommend a final dividend for the year (2021: £nil).

Review of the business, principal risks and uncertainties, and financial risk management

Synthomer Overseas Limited's ("the Company") principal activities during the year were that of a holding company. The Directors intend for this to continue for the foreseeable future.

The Company is a private company limited by shares incorporated in the UK. The registered office address is Yule Catto Building, Temple Fields, Harlow, Essex, CM20 2BH.

Synthomer plc Group ("the Group") manages its operations on a divisional basis. For this reason the Company's Directors believe that further key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of Synthomer plc, which includes the results of the Company, is discussed in the Synthomer plc 2022 Annual Report, which does not form part of this report.

The Company utilises short-term borrowing facilities including cash pooling to enable flexibility in the normal course of trading. The borrowings are charged at arm's length rates. The Company continues to have access to sources of finance sufficient for its need.

Going concern

As outlined in the financial statements below, the Directors believe that the Company can continue to operate for a period of at least 12 months from the date of approval of these financial statements and therefore continue to adopt the going concern basis of preparation. Furthermore, the Company has received a letter of support from Synthomer plc, the ultimate parent company. Synthomer plc has provided a statutory guarantee against any and all outstanding liabilities of the Company as at the balance sheet date.

Directors' liabilities

Directors' and officers' liability insurance has been renewed during the year.

Small company provisions

This report has been prepared in accordance with the provisions applicable to small companies, under section 415A of the Companies Act 2006.

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

This report was approved by the Board and signed on its behalf.

Lily Liu
Director

DocuSigned by:
A4D8808E10E7498

Date: 08-Aug-2023

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 £000	2021 £000
Other operating losses		**(133)**	—
Impairment of fixed asset investments	8	**(26,642)**	—
Loss before interest and taxation		**(26,775)**	—
Interest receivable and similar income	6	**1**	—
Loss before taxation		**(26,774)**	—
Tax on loss	7	—	—
Loss for the financial year		**(26,774)**	—

All items dealt with in arriving at the profit before taxation relate to continuing operations.

The notes on pages 10 to 17 form part of these financial statements.

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	**2022**	2021
		£000	£000
Loss for the financial year		**(26,774)**	—
Total comprehensive expense for the year		**(26,774)**	—

The notes on pages 10 to 17 form part of these financial statements.

BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note		2022 £000		2021 £000
Fixed assets					
Investments	8		**1,588**		1,588
			1,588		1,588
Current assets					
Debtors	9	**692**		—	
Cash at bank and in hand		—		824	
		692		824	
Net current assets			**692**		824
Total assets less current liabilities			**2,280**		2,412
Net assets			**2,280**		2,412
Capital and reserves					
Called up share capital	10		**3,527**		3,527
Share premium account	11		**26,642**		—
Profit and loss account	11		**(27,889)**		(1,115)
Total equity			**2,280**		2,412

Audit exemption statement

For the year ended 31 December 2022 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities

a. The Members have not required the Company to obtain an audit of its accounts in accordance with section 476 of the Companies Act 2006.

b. The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and preparation of accounts.

The financial statements of Synthomer Overseas Limited (registration number: 06349474) were approved by the Board of Directors and authorised for issue on .

They were signed on its behalf by:

DocuSigned by:

A4D8808E10E7498

Lily Liu
Director

Date: 08-Aug-2023

The notes on pages 10 to 17 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 January 2022	3,527	—	(1,115)	2,412
Comprehensive expense for the year				
Loss for the year	—	—	(26,774)	(26,774)
Total comprehensive expense for the year	—	—	(26,774)	(26,774)
Allotment of shares	—	26,642	—	26,642
Balance at 31 December 2022	3,527	26,642	(27,889)	2,280

	Called up share capital	Share premium	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 January 2021	3,527	—	(1,115)	2,412
Comprehensive income for the year				
Result for the year	—	—	—	—
Balance at 31 December 2021	3,527	—	(1,115)	2,412

The notes on pages 10 to 17 form part of these financial statements.

1. General information

Synthomer Overseas Limited ("the Company") is a private company limited by shares incorporated in the United Kingdom, registered in England and Wales and domiciled in the United Kingdom.

The address of the registered office is:

Yule Catto Building
Temple Fields
Harlow, Essex
United Kingdom
CM20 2BH

The principal activities of the Company during the year were that of a holding company.

2. Statement of compliance

The Company's financial statements have been prepared in accordance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 and the requirements of the United Kingdom Companies Act 2006.

3. Significant accounting policies

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

3.1 Basis of preparation

The financial statements are prepared on a going concern basis under the historical cost convention as modified by certain financial assets and liabilities measured at fair value through the profit or loss, where applicable. The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

The financial statements are prepared in sterling which is the functional currency of the Company and rounded to the nearest £'000.

Disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 102:

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 26 Share-based Payment paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7 and key management personnel compensation in total.

This information is included in the consolidated financial statements of Synthomer plc as at 31 December 2022 and these financial statements may be obtained from the registered office at Central Road, Temple Fields, Harlow, Essex, CM20 2BH.

3. Significant accounting policies (continued)

3.1 Basis of preparation (continued)

Group financial statements

The Company is a wholly owned subsidiary of Synthomer plc. It is included in the group accounts of Synthomer plc, which are publicly available and drawn up in accordance with UK-adopted international accounting standards. Therefore, the Company is exempt from the requirement to prepare group accounts pursuant to section 400 of the Companies Act 2006.

Going concern

The Directors have assessed the ability of the Company to continue as a going concern, considering the principal risks and uncertainties outlined in the Directors' Report, the financial position and the expected timing of the settlement of intercompany balances. The Company is a member of the Synthomer plc Group which is considered to be a going concern. The basis for this, and the related assumptions and risks, are disclosed within the Synthomer plc 2022 Annual Report.

Based upon the above, the Directors believe that the Company can continue to operate for a period of at least 12 months from the date of approval of these financial statements and therefore continue to adopt the going concern basis of preparation. Furthermore, the Company has received a letter of support from Synthomer plc, the ultimate parent company. Synthomer plc has provided a statutory guarantee against any and all outstanding liabilities of the Company as at the balance sheet date.

3.2 Foreign currencies

(i) Functional and presentation currency

The Company's functional and presentation currency is Great British Pounds.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

3.3 Financial instruments

(i) Financial assets

Basic financial assets, including trade and other debtors, amounts owed by group undertakings and cash and bank balances are initially recognised at transaction price. Such assets are subsequently carried at amortised cost using the effective interest method.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

3. Significant accounting policies (continued)

3.3 Financial instruments (continued)

(ii) Financial liabilities

Basic financial liabilities, including trade and other creditors, amounts owed to group undertakings and bank overdrafts are initially recognised at transaction price.

Trade and other creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current *liabilities*. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Amounts owed to group undertakings which are basic financial instruments are initially recorded at the present value of future payments discounted at a market rate of interest for a similar loan. Subsequently, they are measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

(ii) Offsetting

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

(iii) Investments in subsidiaries

Investments in subsidiary companies are held at cost less accumulated impairment losses. Impairment of investments is assessed as described below in note 3.4.

3.4 Impairment of assets

(i) Financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

(ii) Non-financial assets

The Company assesses at each reporting date whether an asset may be impaired. If any such indication exists the Company estimates the recoverable amount of the asset. If it is not possible to estimate the recoverable amount of the individual asset, the Company estimates the recoverable amount of the cash- generating unit to which the asset belongs. The recoverable amount of an asset or cash-generating unit is the higher of its fair value less the costs to sell and its value in use.

If the recoverable amount is less than its carrying amount, carrying amount of the asset is impaired and it is reduced to its recoverable amount through impairment in the profit and loss. An impairment loss recognised for all assets, including goodwill, is reversed in a subsequent year if and only if the reasons for the impairment loss have ceased to apply.

3. Significant accounting policies (continued)

3.5 Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the Profit and Loss Account and Statement of Comprehensive Income.

(i) Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

(ii) Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

3.6 Dividend and interest income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably).

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

4. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, the Directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

4.1. Critical judgements in applying the Company's accounting policies

There are no critical judgements, apart from those involving estimations (which are discussed below), that the Directors have made in the process of applying the Company's accounting policies.

4. Critical accounting judgements and key sources of estimation uncertainty (continued)

4.2. Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Investment in subsidiaries

The Company makes annual assessment of the possible impairment of its investments in subsidiary and other undertakings. When assessing impairment of investments in subsidiaries and other undertakings, management considers the net asset value of its investments as well as the future projected cash flows from these investments. Refer to note 8 for the carrying values and note 3.3 for the accounting policy.

5. Employees and Directors

The Company had no employees in either the current or prior years.

The Directors received no remuneration for their services to the Company in either the current or prior years.

6. Interest receivable and similar income

	2022	2021
	£000	£000
Interest receivable from group undertakings	1	—

7. Tax on loss

	2022	2021
	£000	£000
Corporation tax		
Total current tax	—	—
Deferred tax		
Total deferred tax	—	—
Taxation on loss	—	—

Factors affecting tax charge for the year

The tax assessed for the period is higher than (2021: the same) the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

7. Tax on loss (continued)

	2022 £000	2021 £000
Loss before taxation	(26,774)	—
Loss multiplied by standard rate of corporation tax in the UK of 19% (2021: 19%)	(5,087)	—
Effects of:		
Expenses not deductible for tax purposes	5,087	—
Total tax expense	—	—

Factors that may affect future tax charges

The UK Budget 2021 announcements on 3 March 2021 included measures to support economic recovery as a result of the COVID-19 pandemic. These included an increase to the UK's main corporation tax rate from 19% to 25%, which is due to be effective from 1 April 2023. These changes were substantively enacted on 24 May 2021.

In the Autumn Statement in November 2022, the government confirmed the increase in corporation tax rate to 25% from April 2023.

There were no other factors that may affect future tax charges.

8. Investment in subsidiaries

	Investments in subsidiary undertakings £000
Cost or valuation	
At 1 January 2022	1,588
Acquisitions during the year	26,642
At 31 December 2022	28,230
Impairment	
At 1 January 2022	—
Charge for the year	(26,642)
At 31 December 2022	(26,642)
Net book value	
At 31 December 2022	1,588
At 31 December 2021	1,588

The Directors believe that the carrying value of the investment is supported by its underlying net assets.

8. Investment in subsidiaries (continued)

Movements during the year

During the year, the Company:

- acquired a 100% interest in Synthomer Adhesive Technology Ltd (a directly held investment). This acquisition relates entirely to the purchase of share capital in the entity; and
- performed impairment testing and recognised impairment in respect of Synthomer Adhesives Technology Ltd of £26,642,000.

Subsidiary undertakings

Details of the investments in which the Company holds any class of share capital at the balance sheet date is as follows:

Country of incorporation and name	Registered address	Principal activity	Interest
China			
*Shanghai Synthomer Chemical Co Ltd**	*Building 53-55* 1000 Zhangheng Road Zhangjiang High-tech Park Shanghai 201203 China	*Trading*	100%
Nanjing Yangzi Synthomer Chemical Ltd	No 1 Yanhe Road, Nanjing Chemical Park, Nanjing	Trading	50%
United Kingdom			
Synthomer Adhesive Technology Ltd*	Temple Fields, Central Road Harlow, Essex United Kingdom CM20 2BH	Holding company	100%

* *Directly held investment*

9. Debtors

	2022	2021
	£000	£000
Amounts falling due within one year		
Amounts owed by group undertakings	**692**	—

Amounts owed by group undertakings are unsecured and are repayable on demand. Interest is charged at arm's length and receivable per the agreement in place.

10. Called up share capital

	2022	2021
	£000	£000
Allotted, called-up and fully paid		
3,527,792 (2021: 3,527,791) Ordinary shares of £1.00 each	**3,527**	3,527

During the year, the Company issued 1 share for consideration of £26,642,000. The excess above the nominal value of £1 per share was allocated to the share premium account disclosed in note 11.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

11. Reserves

Share premium account

Share premium account of £26,642,000 (2021: £nil) represents the excess value subscribed to share capital above the nominal value of shares.

Profit and loss account

Profit and loss account of £27,889,000 (2021: £1,115,000) represents cumulative profits or losses, net of dividends paid and other adjustments.

12. Related party transactions

As the Company is a wholly owned subsidiary of Synthomer plc, the Directors have decided to apply the available exemption from FRS 102, paragraph 33.1A, to not disclose transactions with wholly owned members of the Synthomer plc Group.

There were no transactions with related parties that are not wholly owned members of the Synthomer plc Group.

Synthomer plc has provided a statutory guarantee against any and all outstanding liabilities of the Company as at the balance sheet date.

13. Subsequent events

There have been no significant events affecting the Company since the year end.

14. Ultimate parent undertaking and controlling party

The immediate and ultimate parent undertaking for which group financial statements are prepared and of which the Company is a member is Synthomer plc, which is incorporated in the United Kingdom.

The smallest and largest group to consolidate these financial statements is also Synthomer plc. Copies of the Synthomer plc financial statements are available from Central Road, Temple Fields, Harlow, Essex, CM20 2BH.