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17 August 2021

Cindrigo Holdings Limited

('Cindrigo' or the 'Company')

Availability of Audited Accounts

Cindrigo Holdings Limited (LSE: CINH) announces that its audited accounts for the year ended 31 December 2020 have been approved and extracts are attached to this announcement and otherwise available shortly on the Company's website at www.cindrigo.com.

****ENDS****

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CEO's Statement

For Cindrigo Holdings Limited (formerly Challenger Acquisitions Limited), the year 2020 was a year where the company has entered an agreement to acquire Cindrigo Energy Limited as a reverse takeover. Cindrigo Energy Limited, a company incorporated in British Columbia Canada, is part of a group of companies pursuing renewable energy projects in the Ukraine built on broad Swedish expertise and experience in the waste to energy and biomass energy sector.

The company's new Board of Directors reflects the industry expertise necessary to pursue this opportunity.

Proposed acquisition of Cindrigo Energy Limited

On the 19 August 2020, the company entered a Letter of Intent of Intent with Cindrigo Limited and Cindrigo Energy Limited, which are part of a group of companies pursuing renewable energy projects in the Ukraine.

The company has since entered into an agreement with Cindrigo Energy Limited in respect of a proposal involving the acquisition of Cindrigo Energy Limited and its wholly owned subsidiary Cindrigo Limited. The Acquisition will proceed pursuant to a new Plan of Arrangement under the British Columbia Business Corporations Act. Under the proposed arrangement the company will acquire each share in the issued share capital of Cindrigo Energy Limited in exchange for one new share issued by the company. As a result of the proposed exchange the current shareholders of Cindrigo Energy Limited would hold some 96.5% of the enlarged issued share capital of the company.

The Acquisition constitutes a reverse takeover for the Company.

It is anticipated that in due course the shares of Cindrigo Limited will be distributed to the company following completion of the acquisition and Cindrigo Energy Limited will then be liquidated.

The Company intends to make an application for its enlarged ordinary share capital to be readmitted to the standard segment of the Official List of the FCA and to trading on the Main Market of the London Stock Exchange.

Board of director changes

To pursue the proposed acquisition of Cindrigo Energy Limited as a reverse takeover several directors of Cindrigo Limited have joined the Board of Cindrigo Holdings Limited (formerly Challenger Acquisitions Limited). Lars Guldstrand joined as CEO and Mustaq Patel as an Executive Director in September 2020, Jorgen Andersson as

Chairman in October 2020, Dag Andresen as an Independent Director in November 2020

Jordan Oxley joined the Board as an Independent Director and Simon Fawcett as Chief Financial Officer in January 2021.

George Lucan and Rupert Baring resigned voluntarily as Non-Executive directors in September 2020 and Mark Gustafson as CEO in October 2020.

Jonathan Tidswell-Pretorius and Lars Frithiof were appointed during 2020 and both resigned voluntarily prior to 31 December 2020.

Investments

The company still holds 2 investments from previous ventures on the statement of financial position.

Dallas, Texas investment

In January 2019, the company agreed to sell its US$300,000 investment in the Odyssey of Texas back to the original developers in tranches over the course of 2019. To date, the Company has received US$275,000 of the principal sum and US$7,625 of the interest. The remaining balance of US$25,000 is still outstanding and being pursued by the Company, however given the uncertainty of the recoverability of this balance in has been impaired in full. Until the remaining balance has been received, the original convertible promissory note and securities purchase agreement stays in place.

New York Wheel equity units

The Company retains two equity units in this project. Since the value of these units relates directly to the stalled project on Staten Island, there is no carrying value on the balance sheet for this investment.

Note holders

The two remaining convertible note holders have been informed of the search process for a potential new project and we are seeking their cooperation in this process.

On behalf of the new Cindrigo Holdings Board, we would like to take this opportunity to thank our shareholders and note holders for their patience and support during another challenging year.

Lars Guldstrand

Chief Executive Officer

Strategic and Operational Review

Cindrigo Holdings Limited (formerly Challenger Acquisitions Limited) was formed in November 2014 to undertake one or more acquisitions in the entertainment and leisure sectors with a particular focus on the attractions sector.

The Company was admitted to the Official List by way of a Standard Listing and commenced trading on the London Stock Exchange's main market for listed securities on 19 February 2015. The US$3 million investment in the New York Wheel was announced on 26 May 2015. The lack of funding for completing this project by the New York Wheel developer was announced on 24 October 2018. The acquisition of the Starneth companies was closed on 15 July 2015 and the disposition of the Starneth companies was announced on 30 January 2017. Cindrigo Holdings Limited (formerly Challenger Acquisitions Limited) announced the £100k loan to the London-based Star Sanctum on 7 November 2017 and an agreement to recover the Star Sanctum loan was announced on 31 July 2018. The principal has been fully recovered in 2018 and 2019. The US$300k investment in the Dallas-based wheel project was announced on 18 January 2018 and the restructuring of the repayment terms of the investment in this project was announced on 16 January 2019. To date US$275k of the principal has been recovered along with accumulated interest.

The Company has been looking for a suitable project after the termination of its previous projects, and believe the Energy sector, in particular renewable Energy, is an attractive segment to focus its continued development. The company has entered into an agreement with Cindrigo Energy Limited in respect of a proposal involving the acquisition of Cindrigo Energy Limited and its wholly owned subsidiary Cindrigo Limited. The company to be acquired is part of a group of companies pursuing renewable energy projects, initially in the Ukraine, built on broad Swedish expertise and experience in the waste to energy and biomass energy sector.

Lars Guldstrand
Chief Executive Officer
6 August 2021

Financial Review

Overview

The Company posted a loss in the year under review as a result of administrative expenses and cost of interest on the convertible loan notes. The company's historic investments had no transactions during the year. There was no revenue for the year ended 31 December 2020.

Profit for the year

For the year, the Company recorded a loss of £325k (2019 profit: £936k). The biggest cost driver was the £173k (2019: £194k) in accrued interest and finance costs for the two outstanding convertible notes and administrative expenses of £107k (2019: £170k). The company recorded an impairment of £22k on its investment in the Dallas Wheel. The Company reports a total comprehensive loss of £325k (2019 loss: profit: £936k).

Balance Sheet

The total amount of assets on the balance sheet as per the balance sheet date is £12k (2019: £44k). The assets consist mainly of the investment in the Dallas Wheel project of £22k which was impaired in full in 2020. In addition the Company shows cash and cash equivalents of £5k (2019: £16k) and trade and other receivables of £7k (2019: £6k).

A mix of equity and convertible notes has financed these assets. The equity at the balance sheet date amounted to (£2,409k) (2019: (£2,220k)) and the liabilities were £2,421k (2019: £2,264k).

Cash flow

During the year the company issued new convertible loan note for £89k and additionally received funds from Cindrigo Limited to cover costs associated with the reverse takeover and settle the company's current payables.

Cash used in operations totalled £177k (2019: £266k).

Closing cash

As at 31 December 2020, the Company held £5k (2019: £16k) in the bank account.

Simon Fawcett
Chief Financial Officer
6 August 2021

Statement of Comprehensive Income

The statement of comprehensive income is set out below.

	Note	Year ended 31 December 2020 £'000	Year ended 31 December 2019 £'000
Administrative expenses		(107)	(170)
Receipt of Star Sanctum monies		-	40
Operating profit / (loss)		(107)	(130)
Release of liabilities against a share of the New York Wheel	9	-	1,269
Amounts written off investments	9	(22)	-
Finance costs	11	(196)	(203)
Profit / (Loss) before income taxes		(325)	936
Income tax expense	15	-	-
Profit / (Loss) after taxation		(325)	936
Profit / (Loss) for the year		(325)	936
Total comprehensive profit / (loss) attributable to owners of the parent		(325)	936
Earnings / (Loss) per share:			
Basic from continuing operations	16	(0.001)	0.003
Diluted from continuing operations	16	(0.001)	0.003

Statement of Financial Position

The statement of financial position as at 31 December 2020 is set out below:

	Note	As at 31 December 2020	As at 31 December 2019
		£'000	**£'000**
Assets			
Current assets			
Cash and cash equivalents	7	5	16
Trade and other receivables	8	7	6
Short-term investments	9	-	22
Total current assets		**12**	**44**
Total assets		**12**	**44**
Equity and liabilities			
Capital and reserves			
Share capital account	6	8,394	8,364
Equity component of convertible instruments		106	106
Retained earnings		(10,909)	(10,690)
Total equity attributable to equity holders		**(2,409)**	**(2,220)**
Current liabilities			
Borrowings	10	1,949	1,923
Trade and other payables	12	472	341
Total current liabilities		**2,421**	**2,264**
Total equity and liabilities		**12**	**44**

Statement of Changes in Equity

The statement of changes in equity is set out below:

	Share Capital account £'000	Equity component of convertible instruments £'000	Retained earnings £'000	Total £'000
As at 1 January 2019	**8,324**	**106**	**(11,626)**	**(3,196)**
Profit for the year	-	-	936	936
Total comprehensive profit for the year	**-**	**-**	**936**	**936**
Transaction with owners				
Issue of shares	40	-	-	40
Equity component convertible notes: Release on settlement of convertible loans	-	-	-	-
Total	**40**	**-**	**-**	**40**
As at 31 December 2019	**8,364**	**106**	**(10,690)**	**(2,220)**

	Share Capital account £'000	Equity component of convertible instruments £'000	Retained earnings £'000	Total £'000
As at 1 January 2020	**8,364**	**106**	**(10,690)**	**(2,220)**
Profit for the year	-	-		
Total comprehensive loss for the year	**-**	**-**	**(325)**	**(325)**
Transaction with owners				
Issue of shares	30	-	-	**30**
Equity component convertible notes: Release on settlement of convertible loans	-	-	-	-
Capital contribution of funding by Cindrigo Limited	-	-	106	**106**

Total	**30**	**-**	**106**	**136**
As at 31 December 2020	**8,394**	**106**	**(10,909)**	**(2,409)**

Share capital comprises the Ordinary Shares issued by the Company.

Retained earnings represent the aggregate retained losses of the Company since incorporation.

Equity component of convertible instruments represents the equity element of instruments with a convertible element.

Statement of Cash Flows

The cash flow statement is set out below:

	Year ended 31 December 2020 £'000	Year ended 31 December 2019 £'000
Cash flow from operating activities		
Loss for the period before taxation	(325)	936
Non-cash profit Starneth agreement w/o interest	-	(1,269)
Premium paid on convertible loan note repayment	10	-
Net unrealised FX effect	(2)	25
Interest	186	194
Operating cash flows before movements in working capital	**(-131)**	**(114)**
(Increase)/Decrease in receivables	(1)	8
Decrease in accounts payable and accrued liabilities	(45)	(160)
Net cash used in operating activities	**(177)**	**(266)**
Amounts written of investments	22	-
Payback from investments	-	213
Net cash outflow from investing activities	**22**	**213**
Issue of convertible instruments net of issue costs	89	-
Issue of share capital	-	40
Repayment of convertible instruments issued	(51)	-
Funding received from Cindrigo Limited	106	-
Net cash inflow from financing activities	**144**	**40**
Net decrease in cash and cash equivalents	**(11)**	**(13)**
Cash and cash equivalent at beginning of period	16	29
Cash and cash equivalent at end of period	**5**	**16**

There were significant non-cash transactions being the issue of share capital to settle convertible debt and interest. These are detailed in Note 10.

Notes to the financial statements

1. **GENERAL INFORMATION**

The Company was incorporated under section II of the Companies (Guernsey) Law 2008 on 24 November 2014, it is limited by shares and has registration number 59383.

The Company had an investment of US$3m in New York Wheel Investor LLC, a company that was set up to fund the equity component for the project to build a New York Wheel which includes an approximate 630 foot high observation wheel with 36 capsules, a 68,000 square foot terminal and retail building, and a 950 space parking garage. This investment was fully impaired as a result of the termination of the project and litigation between New York Wheel Investor LLC and one of the primary contractors. One share with a nominal value of US$1m was given to the former Starneth owners to pay the debt resulting from the second tranche of the purchase contract. The Company entered into an investment into the Dallas Wheel project. The investment was sold in 2019 for consideration of US$300k of which US$275k was received however no further sums have been received since. Given the uncertainty as to whether the project will ultimately proceed the fair value of the Dallas wheel investment was fully impaired as at year end.

On the 19 August 2020, the company entered into a Letter of Intent of Intent with Cindrigo Limited and Cindrigo Energy Limited, which are part of a group of companies pursuing renewable energy projects in the Ukraine.

The company has since entered into an agreement with Cindrigo Energy Limited in respect of a proposal involving the acquisition of Cindrigo Energy Limited and its wholly owned subsidiary Cindrigo Limited. The Acquisition will proceed pursuant to a new Plan of Arrangement under the British Columbia Business Corporations Act. Under the proposed arrangement the company will acquire each share in the issued share capital of Cindrigo Energy Limited in exchange for one new share issued by the company. As a result of the proposed exchange the current shareholders of Cindrigo Energy Limited would hold some 96.5% of the enlarged issued share capital of the company.

The Acquisition constitutes a reverse takeover for the Company.

It is anticipated that in due course the shares of Cindrigo Limited will be distributed to the company following completion of the acquisition and Cindrigo Energy Limited will then be liquidated.

The Company intends to make an application for its enlarged ordinary share capital to be readmitted to the standard segment of the Official List of the FCA and to trading on the Main Market of the London Stock Exchange.
The Company’s registered office is located at PO Box 186, Royal Chambers, St Julian’s Avenue, St. Peter Port, Guernsey GY1 4HP, Channel Islands.

2. **SIGNIFICANT ACCOUNTING POLICIES**

Basis of preparation

The financial statements of Cindrigo Holdings Limited (formerly Challenger Acquisitions Limited) for the year ended 31 December 2020 have been prepared in accordance with International Financial Reporting Standards as adopted by the EU (IFRS's as adopted by the EU), issued by the International Accounting Standards Board (IASB), including interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) applicable to the companies reporting under IFRS.

The preparation of financial statements in conformity with IFRS 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 3.

The financial information has been presented in British Pound (£), being the functional currency of the Company.

Going concern

At 31 December 2020 the company had net current liabilities of £2,387k. The financial statements have been prepared on the assumption that the Company will continue as a going concern. Under the going concern assumption, an entity is ordinarily viewed as continuing in business for the foreseeable future with neither the intention nor the necessity of liquidation, ceasing trading or seeking protection from creditors pursuant to laws or regulations. In assessing whether the going concern assumption is appropriate, the Directors take into account all available information for the foreseeable future, in particular for the twelve months from the date of approval of the financial information.

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future due the financing provided by Cindrigo Limited to complete the reverse takeover and readmission to the Main Market of the London Stock Exchange. The company has significant liabilities in respect of convertible loans note of £1,949k (of which £1,899k are past maturity date) and £445k in accrued interest. As at date of issue of the financial statements the company and the noteholders have agreed, conditional upon the acquisition of Cindrigo Energy Limited completing, that the existing, interest bearing loan notes, principal and accrued but unpaid interest, will be settled by the issue of new 10-year, zero coupon, convertible loan notes which the Company will be able to convert as soon as it is readmitted to listing. Therefore on admission, the liability causing the material uncertainty as to Cindrigo Holdings Limited's ability to continue as a going concern, will be converted to equity.

The Directors' objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. At the date of this financial information, the Company had been financed from equity and convertible notes. In the future, the capital structure of the Company is expected to consist of convertible notes and equity attributable to equity holders of the Company, comprising issued share capital and reserves.

New standards, interpretations and amendments effective from 1 January 2020

There were no new standards or interpretations effective for the first time for periods beginning on or after 1 January 2020 that had a significant effect on the company's financial statements.

Standards and interpretations issued but not yet applied

A number of new standards and amendments to standards and interpretations have been issued but are not yet effective.

The directors do not expect that any of these standards and interpretations will have a material impact on the financial statements of the company.

Segment Reporting

For the purpose of IFRS 8, the Chief Operating Decision Maker "CODM" takes the form of the board of directors. The Directors are of the opinion that after the sale of the Starneth entities the business of the Company comprised a single activity, being the identification and acquisition of target companies or businesses in the energy sector.

Foreign Currency Translation

Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in British Pounds (GBP), which is Cindrigo Holdings functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. Foreign exchange gains and losses are presented in the statement of profit or loss, within finance income or finance costs.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as available-for-sale financial assets are recognised in other comprehensive income.

Fair value of assets

Assets are tested for fair value whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. A reduction in fair value is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing fair value, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered a significant reduction in fair value are reviewed for possible reversal of the significant reduction in fair value at the end of each reporting period.

Cash and cash equivalents
For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

Investments and other financial assets
Recognition and derecognition
Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the company commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the company has transferred substantially all the risks and rewards of ownership.

Measurement
At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.
The Company's investments in corporate debt securities which are held within a business model whose objective is achieved both by collecting contractual cash flows and by selling securities are classified as held at fair value through profit or loss (FVTPL).
Investments in equity securities have been classified as measured at FVTPL.
Interest income from financial assets at fair value through profit or loss is included in the net gains/(losses). Interest on financial assets held at amortised cost, calculated using the effective interest method is recognised in the statement of profit or loss as part of revenue from continuing operations.

Impairment of financial assets
Financial assets are assessed for indicators of decline in fair value at the end of the reporting period. The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows

due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in profit or loss.

<u>Income recognition</u>

Interest income

Interest income is recognised using the effective interest method. When a receivable is impaired, the company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

The fair value of the liability portion of a convertible bond 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, net of income tax effects.

Employee benefits

Short term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Share based payments

Employee options

The fair value of options granted is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (eg the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (eg profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (eg the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Social security contributions payable in connection with an option grant are considered an integral part of the grant itself and the charges are treated as cash-settled transactions.

The options are administered by Cindrigo Holdings Limited. When the options are exercised, Cindrigo Holdings Limited transfers the appropriate amount of shares to the employee. The proceeds received net of any directly attributable transaction costs are credited directly to equity.

Contributed equity

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity under share capital as a deduction, net of tax, from the proceeds.

Earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

3. CRITICAL ESTIMATES, JUDGEMENTS AND ERRORS

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies.
This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be wrong. Detailed information about each of these estimates and judgements is included together with information about the basis of calculation for each affected line item in the financial statements. In addition, this note also explains where there have been actual adjustments this year as a result of an error and of changes to previous estimates.

Significant estimates and judgements

The areas involving significant estimates or judgements are:

- Going concern
  See accounting policies (note 2) for details of the assessment made.
- Fair value of the Investments
  The equity units in New York Wheel Investor LLC are not quoted. Based on the developments of the New York Wheel, mainly in regard to the full stop of the construction works and the communication in regard to the failure to secure additional funds, the Directors do not believe that the project will be completed. Hence the directors took the decision to fully impair the asset.

  The loan given to the Dallas Wheel project had been almost fully paid back as at 31 December 2019. From the initial 300k USD outstanding there was 25k USD outstanding at the end of 2020. However the project is suffering liquidity shortfalls at the moment and no further funds were received during the year ended 31 December 2020, given this uncertainty the directors have decided to fully impair the asset.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

4. FINANCIAL RISK MANAGEMENT

This note explains the Company's exposure to financial risks and how these risks could affect the Company's future financial performance. Current year profit and loss information has been included where relevant to add further context.

Risk	Exposure arising from	Measurement	Management
Market risk – foreign exchange	Future commercial cash flows not denominated in GBP	Cash flow forecasting Sensitivity analysis	No hedging
	Recognised financial assets and liabilities not denominated in GBP		No hedging
Credit risk	Cash and cash equivalents, trade receivables, other receivables	Aging analysis Credit ratings	Diversification of bank deposits. Follow-ups to loan investment
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

Foreign exchange risk

The Company is especially focused on the currency pairs USD/GBP. The Company's only active investment is denominated in USD.

The company's exposure to foreign currency risk at the end of the reporting period, expressed in £'000 was as follows:

Currency	Assets in CCY	Assets in GBP	10% change	Liabilities in CCY	Liabilities in GBP	10% change
USD	26	22	(2)	-	-	-
EUR	-	-	-	-	-	-
CHF	-	-	-	-	-	-

The company's exposure to foreign currency risk at the end of the prior period, expressed in £'000 was as follows:

Currency	Assets in CCY	Assets in GBP	10% change	Liabilities in CCY	Liabilities in GBP	10% change
USD	27	23	(2)	-	-	-
EUR	1	1	-	-	-	-
CHF	-	-	-	-	-	-

During the year, £6k foreign-exchange related losses were recognised in profit or loss.

As described above the company is primarily exposed to changes in the USD/GBP exchange rate. The sensitivity of profit or loss to changes in the exchange rates as summarized in the above table arises mainly from the company's USD denominated asset.

Interest rate risk

The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in IFRS 7, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Credit risk

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables. To limit the risk the company's main cash resources are held with banks with a minimum external rating of A.

Liquidity Risk

The Company currently holds cash balances to provide funding for normal trading activity. Trade and other payables are monitored as part of normal management routine.

As at 31 December 2020 all financial assets were classified at fair value. A maturity analysis of the Company's financial assets is as follows:

	As at 31 December 2020 £'000	**As at 31 December 2019 £'000**
0 to 3 months	12	22
3 to 6 months	-	22
6 months +	-	-
Total	12	44

As at 31 December 2020 all financial liabilities were classified at amortised cost. A maturity analysis of the Company's financial liabilities based on contractual undiscounted payments is as follows:

	As at 31 December 2020 £'000	**As at 31 December 2019 £'000**
0 to 3 months	2,421	2,264
3 to 6 months	-	-
6 months +	-	-
Total	2,421	2,264

5. BUSINESS SEGMENTS

For the purpose of IFRS 8, the Chief Operating Decision Maker "CODM" takes the form of the board of Directors. The Directors are of the opinion that after the sale of the Starneth entities the business of the Company comprised a single activity, being the identification and acquisition of target companies or businesses in the energy sector.

6. **SHARE CAPITAL**

Issued and fully paid	**Number of shares**	**Share capital account £'000**
At 31 December 2019	296,001,572	8,364
Issue of shares	119,535,676	30
Capital consolidation	(413,979,504)	-
At 31 December 2020	1,557,774	8,394

On the 6 January 2020 the company allotted 19,535,676 new ordinary shares of £0.01 each to holders of the Unsecured Convertible Note issued 8 June 2017, comprising 16,479,895 for the conversion of £25k of notes and a further 3,055,781 New Ordinary Shares for accumulated interest.
On the 7 September 2020 the company has allotted 100,000,000 new ordinary shares of £0.01 each to holders of the Unsecured Convertible Note issued 8 June 2017 for the conversion of £100,000 of the principal value of the Notes.
The company undertook a share consolidation on 28th September 2020. Every 266.7609 of Existing Ordinary Shares of £0.01 were consolidated into one New Ordinary Share of £2.667609 each.

7. **CASH AND CASH EQUIVALENTS**

	2020 £'000	2019 £'000
Cash at bank and in hand	5	16
Total cash and cash equivalents	5	16

8. **TRADE AND OTHER RECEIVABLES**

	2020 £'000	2019 £'000
Prepayments	7	6
Total trade and other receivables	7	6

9. **INVESTMENTS**

Short-term Investments

Fair value	£’000
At 31 December 2018	234
Repayments Dallas Wheel	(212)
At 31 December 2019	22
Impairment of Dallas Wheel	(22)
At 31 December 2020	-

The company holds investments in the New York Wheel Investor LLC, which is fully written off and the Dallas Wheel Project, which is shown under short-term investments.

In the 2018 the Company invested USD 300k into the Dallas Wheel project. This financing was in the form of a convertible loan. On 31 December 2018 the Company signed a contract to change the repayment terms for its investment in the Dallas wheel. The Company received in 2019 USD 275k however has received no further sums since. Given the uncertainty as to whether the project will ultimately proceed the fair value of the Dallas wheel investment was fully impaired as at year end.

The equity units in New York Wheel Investor LLC are not quoted, in the prior year the Directors had regard to recent transactions in equity units of the New York Wheel and therefore assessed the value as a level 3 valuation. As the project has been stopped and the probability of the project restarting is very low, the investment in the New York Wheel was written off in full.

A further unit of the New York Wheel investment is held as security over the 29 January 2016 convertible loan.

10. Borrowings

Current	2020 £’000	2019 £’000
Convertible notes	1,949	1,923
Deferred cash consideration	-	-
	1,949	1,923

	Note 1 £’000	Note 2 £’000	Note 3 £’000	Note 4 £’000	Total £’000
Balance at 31 December 2018 (liability)	1,089	821	-	-	1,910
Balance at 31 December 2018 (equity)	106	-	-	-	106
Finance Charge	102	79	-	-	173
(Increase)/decrease in accrued interest	(101)	(66)	-	-	(167)

Balance at 31 December 2019 (liability)	1,090	833	-	-	1,923
Balance at 31 December 2019 (equity)	106	-	-	-	106
Issue of Note 3	-	-	40	-	40
Issue of Note 4	-	-	-	49	
Finance Charge	102	66	1	1	170
Increase/decrease in accrued interest	(101)	(66)	-	-	(167)
Premium on Note 3	-	-	10	-	10
Repayment of Note 3	-	-	(51)	-	(51)
Partial conversion of Note 2	-	(25)	-	-	(25)
Balance at 31 December 2020 (liability)	1,091	808	-	50	1,949
Balance at 31 December 2020 (equity)	106	-	-	-	106

*notes issued during the year are presented net of conversion costs

Note 1

On 29 January 2016, the Company issued further £1 million of secured convertible notes. The notes are unlisted, secured, transferable and convertible. Maturity date is 30 June 2019. The Secured Convertible Notes are secured by one common unit of New York Wheel Investor LLC, representing a total value US$1 million. Interest is accrued at 8% per annum and payable quarterly. One eighth of the interest can be settled in cash or shares at the Company's discretion. Seven eighths of the interest is settled in new convertible notes with the same terms. The notes are convertible in cash or shares at the option of the holder and can be converted into Ordinary Shares at a fixed conversion price of £0.80 per Ordinary Share. The Company can redeem the notes at a 10% premium anytime. As per the nature of this convertible instrument, £106k has been recognised as an equity component in of convertible instruments in statement of changes of equity, using a discount rate of 12%. Despite reaching maturity, this note is still outstanding and continues to accrue interest in accordance with the interest terms stated.

Note 2

The last tranche of £400,000 of the £1 million funding facility announced by the Company on 13 June 2017, has been drawn on 18 January 2018 and subsequently the Company has issued convertible note for £400,000. The notes are unlisted, unsecured, transferable and convertible. Maturity date is 8 June 2019. No conversions can happen in the first 120 days. The maximum amount that can be converted in any 30 day period is 20% of the principal amount. The conversion price is the lowest volume weighted average price over 10 days prior to the conversion. Interest rate is 8% per annum and payable upon conversion at the Company's option in cash or ordinary shares at the conversion price. The Company can redeem in cash all or any part of the outstanding convertible note with a 25% premium to the principal amount. Despite reaching maturity this note is still outstanding and continues to accrue interest in accordance with the interest terms stated

On the 6 January 2020 the company allotted 19,535,676 new ordinary shares of £0.01 each to holders of the Unsecured Convertible Note, comprising 16,479,895 for the conversion of £25,000 of notes and a further 3,055,781 New Ordinary Shares for accumulated interest.

Note 3

The company received £40,800 (US $50,000) pursuant to the issue of an unsecured convertible on 27 May 2020. The noteholder may convert all or part of the principal amount of its notes into ordinary shares of the Company ('Ordinary Shares') at any time at a fixed conversion price of 0.1p per Ordinary Share. The notes are unlisted, unsecured, transferable and must be redeemed by the Company on 19 May 2021, at the Company's option in cash or in Ordinary Shares at 0.1p per Ordinary Share. Interest is accrued at 5% per annum and payable quarterly, or upon conversion, at the Company's option in cash or by issuing Ordinary Shares. At any time the Company can redeem in cash all or any part of the outstanding notes from the holder at a 25% premium to the principal amount of such notes. The notes were redeemed in cash in September 2020.

Note 4

The company issued £52,000 in unsecured convertible notes on 21 September 2020. The noteholder may convert all or part of the principal amount of its notes into ordinary shares of the Company ('Ordinary Shares') at any time at a fixed conversion price of 0.1p per Ordinary Share. The notes are unlisted, unsecured, transferable and may be redeemed by the Company on 19 May 2021, at the Company's option in cash or in Ordinary Shares at 0.1p per Ordinary Share. Interest is accrued at 5% per annum and payable quarterly, or upon conversion, at the Company's option in cash or by issuing Ordinary Shares. At any time the Company can redeem in cash all or any part of the outstanding notes from the holder at a 25% premium to the principal amount of such notes.

11. FINANCE INCOME AND COSTS

	2020 £'000	2019 £'000
Interest Income	-	(7)
Bank charges	10	10
Interest on convertible loan notes	173	194
Interest on deferred consideration and other interest payables		-
Net foreign exchange costs	3	6
Premium to settle convertible loan	10	-
Finance costs	196	203

12. TRADE AND OTHER PAYABLES

	2020 £'000	2019 £'000
Trade payables	-	15
Accrued expenses	472	326
Total trade and other payables	472	341

13. EMPLOYEE BENEFIT EXPENSE

	2020 £'000	2019 £'000
Wages and salaries	19	33
Share options granted to directors, employees and key advisers	-	-
	19	33

14. DIRECTORS' EMOLUMENTS

The Directors were paid emoluments of £19k as directors' fees during the period under review (£33k in 2019). Of the £19k, £7.5k were the director's fees for Mark Gustafson. Mr. Gustafson billed an additional £9k (2019: £12k) as management fees, booked under administrative expenses. At 31 December 2020 a total amount of £nil (2019: £11k) was unpaid and due to Mr. Gustafson for management services and director fees. The total compensation for Mr. Gustafson in the year under review was £7.5k (2019: £22k).

These details and the details for the other Directors can be found within the Director's remuneration report on page 22.

The Directors were the key management personnel of the Company.

15. TAXATION

Cindrigo Holdings Limited (formerly Challenger Acquisitions Limited)is a Guernsey Corporation subject to a corporate tax rate of nil, as at 31 December 2020. There are no unrecognised tax losses.

16. EARNINGS PER SHARE

The calculation for earnings per share (basic and diluted) for the relevant period is based on the profit / loss after income tax attributable to equity holder for the period ending 31 December 2020 and is as follows:

31 December 2020

Loss from continued operations attributable to equity holders (£)	(325,000)
Weighted average number of shares	238,106,119

Loss per share basic (£)	(0.001)
Weighted average number of shares for dilutive calculation	238,106,119
Loss per share diluted (£)	(0.001)

31 December 2019

Profit from continued operations attributable to equity holders (£)	936,000
Weighted average number of shares	276,250,887
Profit per share basic (£)	0.003
Weighted average number of shares for dilutive calculation	276,250,887
Profit per share diluted (£)	0.003

Basic earnings per share is calculated by dividing the loss after tax attributable to the equity holders of the company by the weighted average number of shares in issue during the year.

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all potential dilutive ordinary shares namely the conversion of the convertible loan note in issue. The effect of these potential dilutive shares would be anti-dilutive and therefore are not included in the above calculation of diluted earnings per share.

17. RELATED PARTY TRANSACTIONS

There were no related party transactions except for the transactions disclosed in Note 14 to the accounts.

18. COMMITMENTS

The Company had not entered into any material commitments as at 31 December 2020.

19. SHARE BASED PAYMENTS

On 29 July 2015, options to acquire 615,000 Ordinary Shares (“Options 2015”) were granted to employees and consultants. On 8 September 2015, options to acquire 730,000 Ordinary Shares (“Options 2015”) were granted to the directors of the company. These Options 2015 have a fixed exercise price of 40 pence, and are exercisable in the following tranches; 25% as from the date of grant and 25% every twelve months thereafter (and are therefore fully vested after three years). They cannot be exercised after the 5th anniversary of the grant. The Company has no legal or constructive obligation to repurchase or settle the options in cash.

On 7 January 2016, options to acquire 160,000 Ordinary Shares ("Options 2016") were granted to consultants. These options have a fixed exercise price of 45 pence, and are exercisable in the following tranches:

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows: 25% as from the date of grant and 25% every twelve months thereafter (and are therefore fully vested after three years). They cannot be exercised after the 5th anniversary of the grant. The Company has no legal or constructive obligation to repurchase or settle the options in cash.

	2020		2019	
	Average exercise price in £ per share option	Options (thousands)	Average exercise price in £ per share option	Options (thousands)
0.41	0.41	1,093	0.41	1,093
Granted	0.00	-	0.00	-
Forfeited	0.00	-	0.00	-
Exercised	0.00	-	0.00	-
Expired	0.00	(933)	0.00	-
End of period	0.00	160	0.41	1,093

Out of the outstanding 160,000 (2019: 1,092,500) share options 160,000 (2019: 1,092,500) were exercisable. No options were exercised in 2019 and 2020.
Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant-vest	**Expiry date**	**Exercise price in £**	**Share options (thousands)**
			2020
2016-01	2021-01	0.45	160
			160

303,000 share options granted in January 2015 expired in July 2020.
630,000 share options granted in February 2015 expired in September 2020.

The weighted average fair value of the Options 2015 determined using the Black-Scholes valuation model was 1.4 pence per option. The significant inputs to the model were share price of 38 pence at the grant date, exercise price of £0.40, volatility of 14%, dividend yield of 0% an expected option life (to expiry) of 5 years with 25% vesting each year and an annual risk free interest rate of 0.5%. The volatility measured at the standard deviation of continuously compounded share returns is based on the statistical analysis of daily share prices from listing of the Company until the grant date.

The weighted average fair value of the Options 2016 determined using the Black-Scholes valuation model was 2.49 pence per option. The significant inputs to the model were share price of 37.5 pence at the grant date, exercise price of £0.45, volatility of 14%, dividend yield of 0% an expected option life (to expiry) of 5 years with 25% vesting each year and an annual risk free interest rate of 0.5%. The volatility measured at the standard deviation of continuously compounded share returns is based on the statistical analysis of daily share prices from listing of the company until the grant date.

20. SUBSEQUENT EVENTS

There are no subsequent events requiring disclosure in the financial statements.

21. ULTIMATE CONTROLLING PARTY

As at 31 December 2020, no one entity owns greater than 50% of the issued share capital. Therefore the Company does not have an ultimate controlling party.