

# **Gulf Navigation Holding PJSC and its Subsidiaries**

## **INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**30 SEPTEMBER 2007 (Unaudited)**

## **REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS TO THE SHAREHOLDERS OF GULF NAVIGATION HOLDING PJSC**

### *Introduction*

We have reviewed the accompanying interim consolidated balance sheet of Gulf Navigation Holding PJSC and its Subsidiaries (collectively "the Group") as at 30 September 2007 and the related interim consolidated statements of income, changes in equity and cash flows for the period then ended, and a summary of significant accounting policies and other explanatory notes. Management is responsible for the preparation and fair presentation of these interim condensed consolidated financial statements in accordance with International Accounting Standard IAS 34 Interim Financial Reporting ("IAS 34"). Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

### *Scope of Review*

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### *Conclusion*

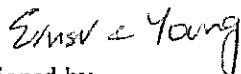
Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.

### *Emphasis of matter*

As explained respectively in Notes 3 and 12 to the interim condensed consolidated financial statements:

- (a) At this stage the Group has provisionally recognised values of vessels, equipment and separately identifiable intangible assets and has not performed an impairment test on goodwill. Adjustments to the provisional values will be finalised within twelve months of the transfer date as allowed by International Financial Reporting Standard 3 "Business Combinations" and an impairment test on the carrying value of goodwill will also be performed at that stage.
- (b) The distribution of profit earned up to the date of the incorporation of the PJSC to the shareholders of the LLC is subject to the approval of the relevant authorities.

For Ernst & Young



Signed by  
Farrukh Seer  
Partner  
Registration No. 491

24 October 2007  
Dubai, United Arab Emirates

## Gulf Navigation Holding PJSC and its Subsidiaries

### INTERIM CONSOLIDATED INCOME STATEMENT (Unaudited)

Periods ended 30 September 2007

		<i>1 January to 30 September 2007 (9 months)</i>	<i>1 July to 30 September 2007 (3 months)</i>	<i>Date of incorporation to 30 September 2007 (11 months)</i>
	<i>Notes</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
Operating revenue	4	173,083	62,408	208,710
Operating cost	5	<u>(110,162)</u>	<u>(42,314)</u>	<u>(132,038)</u>
<b>GROSS PROFIT</b>		<b>62,921</b>	<b>20,094</b>	<b>76,672</b>
Other income	6	35,160	13,168	42,894
Administrative expenses	7	(11,823)	(4,452)	(14,747)
Finance costs		<u>(18,132)</u>	<u>(8,271)</u>	<u>(19,230)</u>
<b>PROFIT FOR THE PERIOD</b>		<b><u>68,126</u></b>	<b><u>20,539</u></b>	<b><u>85,589</u></b>
Earnings per share	13			
- Basic and diluted		<u><b>AED 0.0412</b></u>	<u><b>AED 0.0124</b></u>	<u><b>AED 0.0517</b></u>

A comparison of the operating results of Gulf Navigation Holding PJSC and its subsidiaries for the nine and three months ended 30 September 2007 with the operating results of Gulf Navigation Holding LLC and its subsidiaries is set out in Note 16 to the financial statements.

The attached notes 1 to 16 form part of these interim condensed consolidated financial statements.

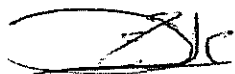
## Gulf Navigation Holding PJSC and its Subsidiaries

### INTERIM CONSOLIDATED BALANCE SHEET (Unaudited)

At 30 September 2007

	<i>Notes</i>	<i>AED'000</i>
<b>ASSETS</b>		
<b>Non-current assets</b>		
Vessels and equipment	8	1,338,476
Goodwill and other intangible assets	9	579,004
		<u>1,917,480</u>
<b>Current assets</b>		
Inventories		4,531
Accounts receivable and prepayments	10	36,703
Bank balances and cash		693,838
		<u>735,072</u>
<b>TOTAL ASSETS</b>		<u><u>2,652,552</u></u>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Share capital		1,655,000
Retained earnings		92,763
<b>Total equity</b>		<u>1,747,763</u>
<b>Non-current liabilities</b>		
Term loans		753,447
Employees' end of service benefits		586
		<u>754,033</u>
<b>Current liabilities</b>		
Accounts payable and accruals	11	30,666
Amounts due to related parties	12	33,622
Current portion of term loans		86,468
		<u>150,756</u>
<b>Total liabilities</b>		<u>904,789</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u><u>2,652,552</u></u>

The interim condensed consolidated financial statements were authorised for issue on 24 October 2007.



Abdullah Al-Shuraim  
Chairman

The attached notes 1 to 16 form part of these interim condensed consolidated financial statements.

## Gulf Navigation Holding PJSC and its Subsidiaries

### INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Unaudited)

Period from the date of incorporation to 30 September 2007

	<i>Share capital</i>	<i>Retained earnings</i>	<i>Total</i>
	<i>AED '000</i>	<i>AED '000</i>	<i>AED '000</i>
Capital introduced	1,655,000	-	1,655,000
Pre-incorporation profit	-	7,174	7,174
Profit from the date of incorporation to 30 September 2007	-	85,589	85,589
<b>Balance at 30 September 2007</b>	<b>1,655,000</b>	<b>92,763</b>	<b>1,747,763</b>

The attached notes 1 to 16 form part of these interim condensed consolidated financial statements.

## Gulf Navigation Holding PJSC and its Subsidiaries

### INTERIM CONSOLIDATED CASH FLOW STATEMENT (Unaudited)

Period from the date of incorporation to 30 September 2007

	<i>AED'000</i>
<b>OPERATING ACTIVITIES</b>	
Profit from the date of incorporation to 30 September 2007	85,589
Adjustments for:	
Depreciation	33,508
Amortization of intangible assets	1,975
Provision for employees' end of service benefits	260
Profit on sale of vessels and equipment	(10)
Finance income	(39,342)
Finance costs	19,230
	<u>101,210</u>
Working capital changes:	
Inventories	(3,862)
Accounts receivable and prepayments	10,184
Accounts payable and accruals	22,211
	<u>129,743</u>
Cash from operations	129,743
Interest paid	(19,230)
Employees' end of service benefits paid	(187)
	<u>110,326</u>
Net cash from operating activities	<u>110,326</u>
<b>INVESTING ACTIVITIES</b>	
Purchase of vessels and equipment	(410,803)
Proceeds from disposal of vessels and equipment	37
Interest received	32,948
Pre-incorporation profit	7,174
Long term deposit	4,077
Other intangible assets	(26,185)
	<u>(392,752)</u>
Net cash used in investing activities	<u>(392,752)</u>
<b>FINANCING ACTIVITIES</b>	
Term loans	640,994
Due to banks	(174,988)
Liabilities against vessels under finance lease settled	(384,175)
Share capital received in cash	910,000
Due to related parties	(31,862)
	<u>959,969</u>
Net cash from financing activities	<u>959,969</u>
<b>INCREASE IN CASH AND CASH EQUIVALENTS</b>	<u>677,543</u>
Cash and cash equivalents acquired at 30 October 2006	<u>16,295</u>
<b>CASH AND CASH EQUIVALENTS AT 30 SEPTEMBER 2007</b>	<u><u>693,838</u></u>

The attached notes 1 to 16 form part of these interim condensed consolidated financial statements.

# Gulf Navigation Holding PJSC and its Subsidiaries

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

At 30 September 2007

### 1 ACTIVITIES

Gulf Navigation Holding PJSC (the "PJSC") was incorporated on 30 October 2006 as a Public Joint Stock Company in accordance with UAE Federal Law No. 8 of 1984 (as amended). The PJSC is primarily engaged in marine transportation of commodities, chartering vessels, ship agency, marine transport under special passenger and merchant contracts, clearing and forwarding services and container loading, unloading, discharging and packaging services through its subsidiaries as listed below. The PJSC is operated from 32<sup>nd</sup> Floor, Suite number 3201, Saba Tower-1, Jumeirah Lake Towers, Dubai, United Arab Emirates.

The PJSC and its following directly or indirectly wholly owned subsidiaries are referred to as "the Group" in the interim condensed consolidated financial statements.

<i>Company</i>	<i>Country of Incorporation</i>
Gulf Navigation Holding PJSC	United Arab Emirates
Gulf Navigation Group FZCO	United Arab Emirates
Gulf Navigation Ship Management FZE	United Arab Emirates
Gulf Ship FZE	United Arab Emirates
Gulf Crude Carriers LLC	United Arab Emirates
Gulf Chemical Carriers LLC	United Arab Emirates
Lam Gulf Maritime Co LLC	United Arab Emirates
Gulf Navigation and brokerage LLC	Oman
Gulf Huwaylat Corporation	Panama
Gulf Deffi Corporation	Panama
Gulf Jalmuda Corporation	Panama
Gulf Fanatir Corporation	Panama
Gulf Ahmadi Shipping Inc	Marshal Islands
Gulf Jash Shipping Inc	Panama
Gulf Mishref Shipping Inc	Marshal Islands
Gulf Mizwar Shipping Inc	Marshal Islands
Gulf Shagra Shipping Inc	Marshal Islands
Gulf Sieb Shipping Inc	Panama
Gulf Riyad Shipping Inc	Marshal Islands
Gulf Safwa Shipping Inc	Marshal Islands
Gulf Sheba Shipping Limited	Hong Kong

As the PJSC was incorporated on 30 October 2006, comparatives are not presented in these financial statements.

### 2 BASIS OF PREPERATION

The interim condensed consolidated financial statements of the Group are prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. The accounting policies used in the preparation of the interim condensed consolidated financial statements are consistent with those used in the preparation of the quarterly financial statements for the period ended 31 March 2007.

The interim condensed consolidated financial statements do not contain all information and disclosures required for full financial statements prepared in accordance with International Financial Reporting Standards. In addition, results for the eleven months ended 30 September 2007 are not necessarily indicative of the results that may be expected for the financial period ending 31 December 2007.

The functional currency of the Group is US Dollars. The financial statements are presented in United Arab Emirates Dirhams. Amounts in US Dollars have been translated into United Arab Emirates Dirhams at the rate of USD 1 = AED 3.66 for presentation purposes.

## Gulf Navigation Holding PJSC and its Subsidiaries

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

At 30 September 2007

#### 3 BUSINESS COMBINATION

At 30 October 2006, the assets and liabilities of Gulf Navigation Holding LLC (the LLC) were transferred to Gulf Navigation Holding PJSC (the PJSC) as an in-kind contribution for 45% interest in the PJSC. The PJSC has provisionally recorded identifiable assets and liabilities at the value they were carried in the books of the LLC at the date of transfer, as summarised below:

	<i>AED'000</i>
Vessels and equipment	900,818
Long term deposit	64,467
Inventories	669
Accounts receivable and prepayments	40,493
Bank balances and cash	16,295
Term loans	(198,921)
Employees' end of service benefits	(513)
Liabilities against vessels under finance lease	(384,175)
Due to banks	(174,988)
Accounts payable and accruals	(8,455)
Amounts due to related parties	(65,484)
	<u>190,206</u>
Book value of identifiable net assets acquired	<u>190,206</u>
Total fair value of Gulf Navigation Holding LLC	745,000
Book value of net assets acquired, as above	<u>190,206</u>
Goodwill and other intangible assets (note 9)	<u>554,794</u>
Cash flow on transfer	<u>16,295</u>

At this stage, the PJSC has provisionally recognised values of vessels, equipment and separately identifiable intangible assets and has not performed an impairment test on goodwill. Adjustments to the provisional values will be finalised within twelve months of the transfer date as allowed by International Financial Reporting Standard 3 "Business Combinations" and an impairment test on the carrying value of the goodwill will also be performed at that stage.

#### 4 OPERATING REVENUE

	<i>1 January to 30 September 2007 (9 months)</i>	<i>1 July to 30 September 2007 (3 months)</i>	<i>Date of incorporation to 30 September 2007 (11 months)</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
Vessel chartering	157,983	57,137	190,294
Ship agency	11,704	3,811	14,218
Commercial agency	3,352	1,460	4,132
Ship management income	44	-	66
	<u>173,083</u>	<u>62,408</u>	<u>208,710</u>

Approximately 46% revenue has been earned from two customers.

Gulf Navigation Holding PJSC and its Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS (Unaudited)  
At 30 September 2007

5 OPERATING COST

	<i>1 January to 30 September 2007 (9 months)</i>	<i>1 July to 30 September 2007 (3 months)</i>	<i>Date of incorporation to 30 September 2007 (11 months)</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
Vessel chartering:			
Ship running	38,708	15,556	47,266
Vessel depreciation	27,319	10,829	32,243
Bareboat hire	17,311	5,835	21,180
Charter hire	1,286	1,286	1,286
Bunkering	5,255	1,670	5,712
Other miscellaneous	8,439	3,385	9,861
Ship agency:			
Operating cost	8,515	2,329	10,499
Vessel depreciation	400	135	414
Commercial agency	2,929	1,289	3,569
Ship management	-	-	8
	<u>110,162</u>	<u>42,314</u>	<u>132,038</u>

6 OTHER INCOME

	<i>1 January to 30 September 2007 (9 months)</i>	<i>1 July to 30 September 2007 (3 months)</i>	<i>Date of incorporation to 30 September 2007 (11 months)</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
Finance income	31,740	10,240	39,342
Miscellaneous income	3,420	2,928	3,552
	<u>35,160</u>	<u>13,168</u>	<u>42,894</u>

7 ADMINISTRATIVE EXPENSES

	<i>1 January to 30 September 2007 (9 months)</i>	<i>1 July to 30 September 2007 (3 months)</i>	<i>Date of incorporation to 30 September 2007 (11 months)</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
Staff salaries and benefits	7,316	2,779	8,568
Business travel and entertainment	757	201	782
Depreciation	748	283	851
Rent	406	116	498
Other administrative expenses	2,596	1,073	4,048
	<u>11,823</u>	<u>4,452</u>	<u>14,747</u>

## Gulf Navigation Holding PJSC and its Subsidiaries

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

At 30 September 2007

#### 8 VESSELS AND EQUIPMENT

Vessels and equipment includes an amount of AED 488,373 thousand as advance paid and other amounts incurred for the construction of six ships and two supply boats.

#### 9 GOODWILL AND OTHER INTANGIBLE ASSETS

	<i>AED'000</i>
Goodwill and other intangible assets on acquisition (note 3)	554,794
Other intangible assets (dry-docking costs and loan arrangement fees)	24,210
	<u>579,004</u>

As explained in note 3, adjustments to provisionally recognised value will be finalised within twelve months of the date of business combination and an impairment test on the carrying values of goodwill will also be performed at that stage.

#### 10 ACCOUNTS RECEIVABLE AND PREPAYMENTS

	<i>AED'000</i>
Trade accounts receivable	12,500
Awards receivable	5,914
Advances to suppliers	1,132
Prepaid expenses	9,358
Other receivables	7,799
	<u>36,703</u>

Trade accounts receivable are primarily due from eight parties.

Awards receivable represents amounts awarded by the arbitrators for claims filed by the LLC against certain third parties. Management believe that the amounts of claims awarded by arbitrators will ultimately be recovered. In accordance with an undertaking given by certain shareholders of the LLC, any un-recovered amount will be set-off against amounts payable to them (note 12).

#### 11 ACCOUNTS PAYABLE AND ACCRUALS

	<i>AED'000</i>
Trade payables	16,854
Accrued expenses	9,513
Advances from customers	4,299
	<u>30,666</u>

## Gulf Navigation Holding PJSC and its Subsidiaries

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) At 30 September 2007

#### 12 AMOUNTS DUE TO RELATED PARTIES

Amounts due to related parties at the balance sheet date represent amounts payable to the shareholders of Gulf Navigation Holding LLC (the LLC) in respect of dividends as discussed below and an amount of AED 5,914 thousand retained to cover the amounts of awards receivable (note 10). The shareholders of the LLC resolved in May 2006 to distribute as dividends all of the retained earnings as of 31 December 2005 amounting to AED 36,438 thousand. This amount has been paid to the shareholders of the LLC during November 2006. The shareholders also resolved to distribute the profit that would be earned between 1 January 2006 and the date of the incorporation of the PJSC to the shareholders of the LLC after transfer of statutory reserve of AED 223 thousand which amounted to AED 27,708 thousand. This distribution is subject to the approval of the relevant authorities.

#### 13 EARNINGS PER SHARE

	<i>1 January to 30 September 2007 (9 months)</i>	<i>1 July to 30 September 2007 (3 months)</i>	<i>Date of incorporation to 30 September 2007 (11 months)</i>
Profit for the period (in thousands)	<u>AED 68,126</u>	<u>AED 20,539</u>	<u>AED 85,589</u>
Weighted average number of shares outstanding during the period	<u>1,655,000,000</u>	<u>1,655,000,000</u>	<u>1,655,000,000</u>
Basic and diluted earnings per share	<u>AED 0.0412</u>	<u>AED 0.0124</u>	<u>AED 0.0517</u>

#### 14 COMMITMENTS

##### Lease commitments

a. The Group has entered into contracts with a third party for chartering out of four vessels for a period of fifteen years from the date of delivery of vessels with an option to extend the charter by five years. The Group is required to provide crew for the vessels as well as maintain, insure and overhaul vessels during the period of the charter. The third party may terminate the charter agreements by purchasing one or more of the vessels at written down value at the expiry of each complete year of the charter period. For calculating the written down value, the useful life of the vessel is deemed to be 20 years and the residual value is estimated to be 10%. Daily charter hire is AED 70 thousand during the period of charter hire.

The vessels are still under construction.

b. The Group has obtained a vessel under a bareboat charter for a period of seven years to October 2011. The charter hire is payable as follows:

	<i>AED'000</i>
Within one year	23,378
After one year but not more than five years	72,120
Lease expenditure contracted for at the balance sheet date	<u>95,498</u>

## Gulf Navigation Holding PJSC and its Subsidiaries

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

At 30 September 2007

#### 14 COMMITMENTS - continued

##### Capital expenditure commitments:

Estimated capital expenditure contracted for at the balance sheet date but not provided for:

	<i>AED'000</i>
Vessels being built to be provided to a third party under time charter agreements	477,410
Vessel being built for future use	301,291
Other vessels	1,581
	<u>          </u>

#### 15 CONTINGENCIES

##### Contingent asset

An arbitrator awarded an amount of AED 13,960 thousand on 9 May 2006 in respect of a claim filed by Gulf Navigation Holding LLC (the LLC) against a third party. The Management considers that the arbitration award is a positive step towards recovering the amount through a court of law. Accordingly, the lawyers representing the Group have started proceeding to locate the assets of the third party. Although management believes that the amount will eventually be collected, in order to comply with International Financial Reporting Standards, management has decided not to record the award as an asset until the collection is virtually certain. If the award were recorded, the profit of the LLC during the period 1 January 2006 to 29 October 2006 would have increased from AED 27,926 thousand to AED 41,886 thousand and accordingly the amounts due to related parties (note 12) in the balance sheet of the PJSC at 30 September 2007 would have increased from AED 33,622 thousand to AED 47,582 thousand.

#### 16 COMPARISON OF RESULTS

A comparison of the operating results of Gulf Navigation Holding PJSC (the "PJSC") and its subsidiaries for nine and three months ended 30 September 2007 with the operating results of Gulf Navigation Holding LLC (the "LLC") and its subsidiaries is as follows:

	<i>PJSC</i>		<i>LLC</i>	
	<i>Nine months ended 30 September</i>		<i>Three months ended 30 September</i>	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
Operating revenue	173,083	108,816	62,408	41,416
Operating cost	<u>(110,162)</u>	<u>(81,665)</u>	<u>(42,314)</u>	<u>(33,895)</u>
<b>GROSS PROFIT</b>	<b>62,921</b>	<b>27,151</b>	<b>20,094</b>	<b>7,521</b>
Other income	35,160	3,315	13,168	2,554
Administrative expenses	<u>(11,823)</u>	<u>(7,387)</u>	<u>(4,452)</u>	<u>(2,439)</u>
Finance costs	<u>(18,132)</u>	<u>-</u>	<u>(8,271)</u>	<u>-</u>
<b>PROFIT FOR THE PERIOD</b>	<b><u>68,126</u></b>	<b><u>23,079</u></b>	<b><u>20,539</u></b>	<b><u>7,636</u></b>