

Old Course Golf & Country Club Limited

Unaudited

Directors' report and financial statements

for the year ended 31 December 2012



Old Course Golf & Country Club Limited

Company Information

Directors	F Dalgaard S M Qureshi P A Walker F Sheridan
Company secretary	B Allinson
Registered number	1622715
Registered office	16 Palace Street London SW1E 5JQ

Old Course Golf & Country Club Limited

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Old Course Golf & Country Club Limited

Directors' report for the year ended 31 December 2012

The Directors present their report and the financial statements for the year ended 31 December 2012

Principal activities

The company has been dormant within the meaning of Section 480 of the Companies Act 2006, related to dormant companies, throughout the period. It is anticipated that the company will remain dormant for the foreseeable future.

Directors

The Directors who served during the year were

F Dalgaard
S M Qureshi
P A Walker
F Sheridan

Political and charitable contributions

During the year the company has made no charitable or political donations (2011: £NIL)

Principal risks and uncertainties

Funding and liquidity

The company has net current liabilities of £9,986,973. The parent undertaking, The Peninsular and Oriental Steam Navigation Company, has given a written undertaking that it will continue to support the company and its present activities. The directors acknowledge that there can be no certainty that this support will continue, although they have no reason to believe that it will not do so. Based on this undertaking, the directors consider it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

Qualifying third party indemnity provisions

All directors are entitled to contractual indemnification from the company to the extent permitted by law against claims and legal expenses incurred in the course of their duties.

Such qualifying third party indemnity insurance is provided and remains in force as at the date of approving the directors' report.

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf


P A Walker
Director

Date: 5 June 2013

Old Course Golf & Country Club Limited

Directors' responsibilities statement for the year ended 31 December 2012

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Old Course Golf & Country Club Limited
Registered number 1622715

Profit and loss account
for the year ended 31 December 2012

The company has not traded during the year or the preceding financial year. During these periods, the company received no income and incurred no expenditure and therefore made neither profit or loss.

Balance sheet
as at 31 December 2012

	Note	2012 £	2011 £
Creditors amounts falling due within one year	2	<u>(275,364)</u>	<u>(275,364)</u>
Total assets less current liabilities		<u>(275,364)</u>	<u>(275,364)</u>
Creditors amounts falling due after more than one year	3	<u>(9,711,609)</u>	<u>(9,711,609)</u>
Net liabilities		<u><u>(9,986,973)</u></u>	<u><u>(9,986,973)</u></u>
Capital and reserves			
Called up share capital	4	100	100
Profit and loss account		<u>(9,987,073)</u>	<u>(9,987,073)</u>
Shareholders' deficit	5	<u><u>(9,986,973)</u></u>	<u><u>(9,986,973)</u></u>

For the year ended 31 December 2012 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006.

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

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by


P A Walker
Director

Date 5 June 2013

The notes on pages 4 to 5 form part of these financial statements

Old Course Golf & Country Club Limited

Notes to the financial statements for the year ended 31 December 2012

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

1.2 Going concern

The company has net current liabilities of £9,986,973. The parent undertaking, The Peninsular and Oriental Steam Navigation Company, has given a written undertaking that it will continue to support the company and its present activities. The directors acknowledge that there can be no certainty that this support will continue, although they have no reason to believe that it will not do so. Based on this undertaking, the directors consider it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

1.3 Cash flow

The Company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.4 Related party transactions

The company has taken advantage of the exemption contained in Financial Reporting Standard No 8 "Related Party Disclosure" as it is a wholly-owned subsidiary of The Peninsular and Oriental Steam Navigation Company. Therefore the company has not disclosed transactions or balances with entities that form part of the group headed by The Peninsular and Oriental Steam Navigation Company. There were no other related party transactions in the year.

2. Creditors

Amounts falling due within one year

	2012 £	2011 £
Amounts owed to group companies	<u>275,364</u>	<u>275,364</u>

Amounts owed to group companies have no fixed repayment terms, are unsecured and bear no interest.

3. Creditors

Amounts falling due after more than one year

	2012 £	2011 £
Amounts owed to group companies	<u>9,711,609</u>	<u>9,711,609</u>

Old Course Golf & Country Club Limited

**Notes to the financial statements
for the year ended 31 December 2012**

**3 Creditors:
Amounts falling due after more than one year (continued)**

Amounts owed by group companies have no fixed repayment terms, are unsecured and bear no interest

4 Share capital

	2012 £	2011 £
Authorised, allotted, called up and fully paid		
100 Ordinary Shares shares of £1 each	<u>100</u>	<u>100</u>

5. Reconciliation of movement in shareholders' deficit

	2012 £	2011 £
Shareholders' deficit at 1 January 2012 and 31 December 2012	<u>(9,986,973)</u>	<u>(9,986,973)</u>

6. Ultimate parent undertaking and controlling party

The smallest group of companies for which consolidated financial statements are prepared and in which the company is consolidated is The Peninsular and Oriental Steam Navigation Company, a company incorporated by Royal Charter and therefore not registered, copies of whose accounts can be obtained from The Registrar of Companies, Companies House, Crown Way, Cardiff CF14 3UZ

The largest group of companies for which consolidated financial statements are prepared and which are publicly available, and in which the company is consolidated is DP World Limited, a company limited by shares incorporated in Dubai, whose accounts are filed with the Dubai International Financial Centre DP World Limited has 19 55% of its shares jointly trading on NASDAQ Dubai and London Stock Exchange

The immediate parent undertaking at 31 December 2012 was P&O Overseas Holdings Limited, a company incorporated in the United Kingdom

In the opinion of the directors the ultimate controlling parent undertaking as at 31 December 2012 was Port & Free Zone World FZE, which owns 80 45% of DP World Limited Port & Free Zone World FZE is a wholly owned subsidiary of Dubai World Corporation, which is the ultimate parent company of the company, but which does not exert control over the company Both Port & Free Zone World FZE and Dubai World Corporation are incorporated in Dubai