

GN Maritime (UK) Limited

**Directors' report and financial
statements**

Registered number 02308627

31 December 2004



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Directors' report

The Directors present their annual report and the audited financial statements for the year ended 31 December 2004.

Principal activities and review of the year

On 1 July 2001, the directors of the company took the decision to cease trading following the sale of the company's business and certain assets to Swift Comtext Limited. As the Directors intend to liquidate the company following the settlement of the remaining net assets, they have not prepared the financial statements on a going concern basis. The effect of this is explained in note 1.

During the year, the following subsidiaries have been liquidated: GN Maritime (Australia) Pty Ltd and GN Maritime (Singapore) Pte Ltd.

Results and dividends

The profit for the year was £10,000 (2003: profit of £706,000). The directors do not recommend the payment of a dividend (2003: £nil).

Directors and Directors' interests

The directors who held office during the year and subsequent to the year end were as follows:

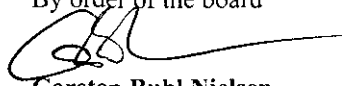
Stuart Canterbury
Carsten Buhl Nielsen

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company. According to the register of directors' interests, no rights to subscribe for shares in or debentures of the company were granted to any of the directors or their immediate families, or exercised by them during the financial year.

Auditors

A resolution for the re-appointment of KPMG LLP as auditors of the company is to be proposed at the forthcoming AGM.

By order of the board



Carsten Buhl Nielsen
Director

18/4 Copenhagen, 2005

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year, which 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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.

As explained in note 1 to the financial statements, the directors do not believe the going concern basis to be appropriate and these financial statements have not been prepared on that basis.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP

8 Salisbury Square
London
EC4Y 8BB
United Kingdom

Report of the independent auditors to the members of GN Maritime (UK) Limited

We have audited the financial statements on pages 4 to 11 which have not been prepared on a going concern basis for the reason set out in note 1 to the financial statements.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG LLP


KPMG LLP

Chartered Accountants
Registered Auditor

26th May 2005

Profit and loss account

for the year ended 31 December 2004

	<u>Note</u>	<u>2004</u> <u>£000</u>	<u>2003</u> <u>£000</u>
Turnover - Discontinued		-	-
Cost of sales		-	-
		<hr/>	<hr/>
Gross profit		-	-
Administrative expenses	3, 4	-	-
		<hr/>	<hr/>
Operating loss - Discontinued		-	-
Profit on sale of a discontinued operation		-	-
Profit/(loss) on disposal of investments	9	(10)	1,200
Interest receivable and similar income	5	20	53
Interest payable and similar charges	6	-	(424)
		<hr/>	<hr/>
Profit on ordinary activities before taxation	2	10	829
Tax on profit on ordinary activities	7, 8	-	(123)
		<hr/>	<hr/>
Profit on ordinary activities after taxation and profit for the financial year	13	10	706

All turnover and operating profit/(loss) derives from discontinued operations.

The company has no recognised gains or losses in the current or previous financial year other than those reflected in the profit and loss account above.

There is no difference between the historical cost profit and that reported in the profit and loss account.

Balance sheet

at 31 December 2004

	<i>Note</i>	2004 £000	£000	2003 £000	£000
Current assets					
Investments	9	-		341	
Debtors	10	402		471	
Cash at bank and in hand		49		-	
		<hr/>		<hr/>	
		451		812	
Creditors: amounts falling due within one year	11	(1,832)		(2,203)	
		<hr/>		<hr/>	
Net current liabilities			(1,381)		(1,391)
			<hr/>		<hr/>
Total assets less current liabilities			(1,381)		(1,391)
			<hr/>		<hr/>
Net liabilities			(1,381)		(1,391)
			<hr/>		<hr/>
Capital and reserves					
Called up share capital	12		18,447		18,447
Share premium account	13		8,502		8,502
Profit and loss account	13		(28,330)		(28,340)
			<hr/>		<hr/>
Equity shareholders' deficit	14		(1,381)		(1,391)
			<hr/>		<hr/>

These financial statements were approved by the board of directors on behalf by:

18/4

2005 and were signed on its


Carsten Buhl Nielsen
Director

Notes

(forming part of the financial statements)

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.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards and the Companies Act 1985.

The company is exempt by virtue of Section 228 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

In years prior to 2001, the financial statements were prepared on a going concern basis. However, on 1 July 2001 the directors took the decision to cease trading following the sale of the company's business and certain assets to Swift Comtext Limited. As the directors intend to liquidate the Company following the settlement of the remaining net liabilities, the directors have not prepared the financial statements on a going concern basis. No further adjustments were necessary to the amounts at which the remaining net liabilities are included in these financial statements.

Investments

Investments are stated at cost less any provision for permanent diminution in value.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date, and the gains or losses on translation are included in the profit and loss account.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in future or a right to pay less tax in future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements. A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Notes (continued)

1 Accounting policies (continued)

Cash flow statement

Under Financial Reporting Standard No.1, the company is exempt from the requirement to prepare a cash flow statement as its cash flows are included within the consolidated cashflow statement of its ultimate parent company, GN Store Nord A/S, which is incorporated in Denmark.

2 Profit on ordinary activities before taxation

	<u>2004</u> £000	<u>2003</u> £000
<i>Profit on ordinary activities before taxation is stated after charging:</i>		
Auditors' remuneration - audit	7	14
- non-audit	10	3

Non-audit services in 2004 related to the provision of accounting and tax advice.

3 Staff numbers and costs

The company has not employed any persons during the year or previous year.

The company has not paid any wages and salaries during the year or previous year.

4 Remuneration of directors

The aggregate emoluments and amounts receivable under long-term incentive schemes of the highest paid director was £nil (2003: £nil) and pension contributions of £nil (2003: £nil).

During the year no share options were exercised.

5 Interest receivable and similar income

	<u>2004</u> £000	<u>2003</u> £000
Bank interest receivable	18	53
Foreign exchange gains	2	-
	<hr/> 20	<hr/> 53

Notes (continued)

6 Interest payable and similar charges

	<u>2004</u> £000	<u>2003</u> £000
Amounts payable on bank loans and overdraft	-	202
Foreign exchange losses	-	222
	<hr/> -	<hr/> 424

7 Tax on profit on ordinary activities

	<u>2004</u> £000	<u>2003</u> £000
UK corporation tax at 30 % (2003:30%,)	-	123

Factors affecting the tax charge for the current period:

The current tax charge for the year is lower than the standard rate of corporation tax in the UK (30%). The differences are explained below:

	<u>2004</u> £000	<u>2003</u> £000
Current tax reconciliation		
Profit on ordinary activities	10	829
	<hr/>	<hr/>
Expected UK corporation tax charge/(credit) at a standard rate of 30%	3	249
Permanent difference	102	-
Loss on sale or write-down investments	-	(73)
Brought forward trade losses utilised	(99)	(287)
Non-trade losses carried forward	(6)	111
Prior year adjustment	-	123
	<hr/>	<hr/>
Total current tax charge (see above)	-	123

Notes (continued)

8 Deferred taxation

No amounts have been provided for deferred tax in respect of tax losses. Since the trade of the company has ceased for tax purposes, the trading tax losses have been extinguished. The amount of unprovided deferred tax on trading losses for the year at 30% is as follows:

	Not provided <u>2004</u> £000	Not provided <u>2003</u> £000
Non-trade losses carried forward	377	383

9 Investments

Subsidiary and associated undertakings shares at net book value together with long term loans	<u>2004</u> £000	<u>2003</u> £000
At the beginning of the year	341	1,715
Disposals	(1,078)	(2,767)
Reversal of write down on investments disposed of	737	1,393
At the end of the year	-	341

To reflect the intention of the Directors to liquidate the company following the settlement of the remaining net liabilities after the sale, investments are shown within current assets at 31 December 2004.

The company holds equity in the following subsidiary and associated undertakings:

Company	Country of incorporation	Holding	Proportion of Ordinary shares held	Nature of Business
GN Maritime (SA) (Proprietary) Ltd	South Africa	Ordinary	100%	Non-trading
Mark Information Technology Sdn BHD	Malaysia	Ordinary	70%	Non-trading
Mark Systems (Thailand) Ltd	Thailand	Ordinary	100%	Non-trading
GN Maritime (Hellas) AE	Greece	Ordinary	100%	Non-trading

10 Debtors

	<u>2004</u> £000	<u>2003</u> £000
Amounts owed to group undertakings	402	463
Other debtors	-	8
	<u>402</u>	<u>471</u>

Notes (continued)

11 Creditors: amounts falling due within one year

	<u>2004</u> £000	<u>2003</u> £000
Trade creditors	395	395
Amounts owed to group undertakings	-	327
Other creditors including taxation and social security	23	23
Accruals	1,414	1,458
	<hr/> 1,832	<hr/> 2,203

12 Called up share capital

	<u>2004</u> £000	<u>2003</u> £000
<i>Authorised</i>		
20,000,000 Ordinary shares of £1 each	20,000	20,000
<i>Allotted, called up and fully paid</i>		
18,447,369 (2003: 18,447,369) Ordinary shares of £1 each	18,447	18,447

13 Share premium and reserves

	<u>Share premium</u> £000	<u>Profit and loss account</u> £000
At the beginning of the year	8,502	(28,340)
Retained profit for the year	-	10
	<hr/> 8,502	<hr/> (28,330)

Notes *(continued)*

14 Reconciliation of movements in equity shareholders' deficit

	<u>2004</u> £000	<u>2003</u> £000
Shareholders' deficit at the beginning of the year	(1,391)	(11,597)
Capital increase	-	9,500
Profit for the year	10	706
	<hr/>	<hr/>
Shareholders' deficit at the end of the year	(1,381)	(1,391)

In the prior year GN Store Nord made a capital contribution to the company of £9,500,000 in exchange for 1,900,000 new ordinary shares.

15 Related party transactions

The company meets the exemption requirements of FRS8: Related Party Transactions, in that 90% or more of its voting rights are controlled within the GN Store Nord A/S group of companies. The company has therefore not separately disclosed all transactions with other group companies and investees of the group qualifying as related parties.

16 Immediate and ultimate parent company

The immediate and ultimate parent company is GN Store Nord A/S incorporated in Denmark. It is the parent company of the only Group that prepares consolidated accounts incorporating the results of the company. Copies of the accounts of GN Store Nord A/S can be obtained from GN Store Nord A/S, Maarkaervej 2A, DK-2630 Taastrup, Denmark.