

Gulf Navigation Holding PJSC and its Subsidiaries

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 SEPTEMBER 2016

Gulf Navigation Holding PJSC and its Subsidiaries
Interim Condensed Consolidated Financial Statements
For the period ended 30 September 2016

Table of contents	Pages
Report on review of interim condensed consolidated financial statements	1
Interim consolidated balance sheet	2
Interim consolidated income statement	3
Interim consolidated statement of comprehensive income	4
Interim consolidated statement of changes in equity	5
Interim consolidated statement of cash flows	6
Notes to the interim condensed consolidated financial statements	7-22

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

Introduction

We have reviewed the accompanying interim condensed consolidated financial statements of Gulf Navigation Holding PJSC (the "Company") and its subsidiaries (collectively referred to as the "Group") as at 30 September 2016, comprising of the interim consolidated balance sheet as at 30 September 2016, and the related interim consolidated statements of income and comprehensive income for the three month and nine month periods and statements of changes in equity and cash flows for the nine month period then ended, and explanatory notes. Management is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with 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

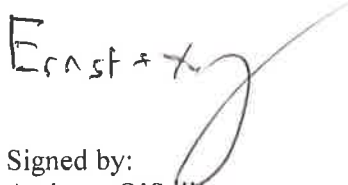
We conducted our review in accordance with International Standard on Review Engagements 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity'. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial 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.

Other matter

The interim condensed consolidated financial statements for the nine month period ended 30 September 2015 and the consolidated financial statements for the year ended 31 December 2015 were reviewed and audited respectively by another auditor who expressed an unmodified conclusion on the interim condensed consolidated financial statements for the nine month period ended 30 September 2015 on 1 November 2015 and an unmodified opinion on the consolidated financial statements for the year ended 31 December 2015 on 12 February 2016.



Signed by:
Anthony O'Sullivan
Partner
Registration No.: 687

9 November 2016

Dubai, United Arab Emirates

Gulf Navigation Holding PJSC and its Subsidiaries

INTERIM CONSOLIDATED BALANCE SHEET

As at 30 September 2016

	Notes	30 September 2016 AED'000 (Unaudited)	31 December 2015 AED'000 (Audited)
ASSETS			
Non-current assets			
Vessels, property and equipment	5	625,395	651,387
Goodwill	6	135,999	135,999
Investment in joint ventures		114,783	109,177
Due from a related party	11	33,419	33,419
		<u>909,596</u>	<u>929,982</u>
Current assets			
Inventories		8,059	7,682
Trade and other receivables	8	19,085	25,385
Due from a related party	11	1,879	192
Cash and bank balances		30,481	33,267
		<u>59,504</u>	<u>66,526</u>
TOTAL ASSETS		<u>969,100</u>	<u>996,508</u>
EQUITY AND LIABILITIES			
EQUITY			
Equity attributable to equity holders of the Group			
Share capital		551,667	551,667
Statutory reserve		2,017	2,017
Accumulated losses		(111,113)	(242,287)
Net equity		<u>442,571</u>	<u>311,397</u>
LIABILITIES			
Non-current liabilities			
Provision for employees' end of service benefits		2,098	1,967
Current liabilities			
Trade and other payables	9	115,547	233,246
Borrowings	10	397,755	430,506
Due to related parties	11	149	8,412
Loans from related parties	11	10,980	10,980
		<u>524,431</u>	<u>683,144</u>
Total liabilities		<u>526,529</u>	<u>685,111</u>
TOTAL EQUITY AND LIABILITIES		<u>969,100</u>	<u>996,508</u>

The interim condensed consolidated financial statements were approved by the Board of Directors on 7 November 2016 and signed on its behalf by:

Anas Atatreh
Vice Chairman

The accompanying notes 1 to 18 form an integral part of these interim condensed consolidated financial statements.

Gulf Navigation Holding PJSC and its Subsidiaries

INTERIM CONSOLIDATED INCOME STATEMENT

For the period ended 30 September 2016

	<i>Notes</i>	<i>Nine months period ended</i>		<i>Three months period ended</i>	
		30 Sep 2016 (Unaudited) AED'000	30 Sep 2015 (Unaudited) AED'000	30 Sep 2016 (Unaudited) AED'000	30 Sep 2015 (Unaudited) AED'000
Gross income		109,254	104,703	34,811	34,523
Less: Agency income		(10,296)	(5,580)	(2,974)	(1,258)
Operating revenue	12	98,958	99,123	31,837	33,265
Operating costs	13	(64,733)	(65,522)	(20,064)	(21,778)
Gross profit		34,225	33,601	11,773	11,487
Other income, net	11	2,700	1,359	1,229	479
General and administrative expenses	14	(19,694)	(17,945)	(5,739)	(5,939)
Operating profit for the period		17,231	17,015	7,263	6,027
Finance income		1,696	1,584	570	535
Finance costs	16	(5,286)	(5,776)	(982)	(1,881)
Finance costs – net		(3,590)	(4,192)	(412)	(1,346)
Gain arising on acquisition of a joint venture	7	1,638	-	-	-
Liabilities no longer required written back	9	107,768	-	107,768	-
Share of profit of joint ventures – net		8,127	2,853	2,194	953
PROFIT FOR THE PERIOD		131,174	15,676	116,813	5,634
Earnings per share					
Basic and diluted (AED)	17	0.238	0.028	0.212	0.010

The accompanying notes 1 to 18 form an integral part of these interim condensed consolidated financial statements.

Gulf Navigation Holding PJSC and its Subsidiaries

INTERIM CONSOLIDATED STATEMENT OF COMPREHESIVE INCOME

For the period ended 30 September 2016

	<i>Nine months period ended</i>		<i>Three months period ended</i>	
	<i>30 Sep 2016 (Unaudited) AED'000</i>	<i>30 Sep 2015 (Unaudited) AED'000</i>	<i>30 Sep 2016 (Unaudited) AED'000</i>	<i>30 Sep 2015 (Unaudited) AED'000</i>
Profit for the period	131,174	15,676	116,813	5,634
Other comprehensive income	-	-	-	-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	131,174	15,676	116,813	5,634

The accompanying notes 1 to 18 form an integral part of these interim condensed consolidated financial statements.

Gulf Navigation Holding PJSC and its Subsidiaries

INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the period ended 30 September 2016

	<i>Share capital AED'000</i>	<i>Statutory reserve AED'000</i>	<i>Accumulated losses AED'000</i>	<i>Total AED'000</i>
Balance at 1 January 2015 (audited)	551,667	32,549	(292,991)	291,225
Offset of legal reserve against accumulated losses	-	(32,549)	32,549	-
Total comprehensive income for the period (unaudited)	-	-	15,676	15,676
Balance at 30 September 2015 (unaudited)	<u>551,667</u>	<u>-</u>	<u>(244,766)</u>	<u>306,901</u>
Balance at 1 January 2016 (audited)	551,667	2,017	(242,287)	311,397
Total comprehensive income for the period (unaudited)	-	-	131,174	131,174
Balance at 30 September 2016 (unaudited)	<u>551,667</u>	<u>2,017</u>	<u>(111,113)</u>	<u>442,571</u>

The accompanying notes 1 to 18 form an integral part of these interim condensed consolidated financial statements.

Gulf Navigation Holding PJSC and its Subsidiaries
INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS
For the period ended 30 September 2016

		<i>Nine months period ended</i>	
	<i>Notes</i>	30 September 2016 AED'000 (Unaudited)	30 September 2015 AED'000 (Unaudited)
OPERATING ACTIVITIES			
Profit for the period		131,174	15,676
Adjustments for:			
Depreciation		26,353	26,325
Share of profit of joint ventures - net		(8,127)	(2,853)
Provision for employees' end of service benefits		381	261
Reversal of provision for employees' end of service benefits		(560)	-
Gain on acquisition of a joint venture	7	(1,638)	-
Liabilities no longer required written back	9	(107,768)	-
Finance income		(1,696)	(1,584)
Finance costs	16	5,286	5,776
Operating cash flows before working capital changes		43,405	43,601
Changes in working capital:			
Inventories		(377)	(87)
Trade and other receivables		1,994	(4,314)
Transfer to restricted cash		(2,595)	(2,742)
Trade and other payables		(5,652)	(7,870)
Due to/from related parties		(8,263)	(265)
Employees end of service benefits paid		28,512	28,323
		(1,394)	(76)
Net cash flows from operating activities		27,118	28,247
INVESTING ACTIVITIES			
Purchase of vessels, property and equipment		(361)	(15)
Interest received		9	9
Acquisition of a joint venture, net of cash acquired	7	97	-
Net cash flows used in investing activities		(255)	(6)
FINANCING ACTIVITIES			
Repayment of borrowings	10	(28,445)	(29,566)
Interest paid		(3,612)	(5,776)
Net cash flows used in financing activities		(32,057)	(35,342)
NET DECREASE IN CASH AND CASH EQUIVALENTS		(5,194)	(7,101)
Cash and cash equivalents at beginning of the period		16,229	12,909
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD		11,035	5,808

The accompanying notes 1 to 18 form an integral part of these interim condensed consolidated financial statements.

Gulf Navigation Holding PJSC and its Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

At 30 September 2016

1 LEGAL STATUS AND ACTIVITIES

Gulf Navigation Holding PJSC ("the Company") 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 Company is primarily engaged in marine transportation of commodities, chartering vessels, shipping services, 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 Company operates from the 32nd Floor, Suite Number 3201, Saba Tower-1, Jumeirah Lake Towers, Dubai, United Arab Emirates.

The Company and its following directly or indirectly wholly owned subsidiaries are (together referred to as "the Group") in the interim condensed consolidated financial statements:

<i>Subsidiaries</i>	<i>Country of incorporation</i>
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
Gulf Navigation Maritime LLC	United Arab Emirates
Gulf Navigation and Brokerage LLC	Oman
Gulf Eyadah Corporation	Panama
Gulf Huwaylat Corporation	Panama
Gulf Deffi Corporation	Panama
Gulf Jalmuda Corporation	Panama
Gulf Fanatir Corporation	Panama
Gulf Sheba Shipping Limited	Hong Kong
GS Shipping Incorporation	Marshall Islands
Gulf Ahmadi Shipping Inc	Marshall Islands
Gulf Shagra Shipping Inc	Marshall Islands
Gulf Navigation Holding PJSC (Br)	Kingdom of Saudi Arabia
Gulf Ship Management DMCC (note 7)	United Arab Emirates
GNH Maritime Ship Management & Operations LLC	United Arab Emirates

The Group also has interests in the following jointly controlled entity:

<i>Joint venture</i>	<i>Country of incorporation</i>	<i>Percentage of shareholding</i>
Gulf Stolt Tankers DMCCO ("GST")	United Arab Emirates	50%

The Federal Law No. 2 of 2015 concerning Commercial Companies has come into effect from 28 June 2015, replacing the existing Federal Law No.8 of 1984. The Group is currently assessing the impact of the new law and expects to be fully compliant on or before the end of the grace period on 28 June 2017 (as amended).

On 15 June 2016, the Company held a general assembly in which the shareholders approved certain amendments to the Articles of Association of the Company required by the new law. The shareholders also approved in the same general assembly the Company's activities to be in accordance with Islamic Sharia. Lastly, the shareholders approved a resolution to set the authorised share capital of the Company as AED 1,000,000,000.

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES

Basis of preparation

The interim condensed consolidated financial statements of the Group for the nine month period ended 30 September 2016 have been prepared in accordance with IAS 34 "Interim Financial Reporting" and the applicable requirement of the United Arab Emirates Laws. These interim condensed consolidated financial statements do not include all the information required for annual financial statements and should be read in conjunction with the audited consolidated financial statements of the Group for the year ended 31 December 2015, which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The interim condensed consolidated financial statements have been prepared under the historical cost convention.

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

Basis of preparation (continued)

Results for the nine month period ended 30 September 2016 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2016.

Certain comparative amounts have been reclassified to conform to the presentation used in these interim consolidated financial statements.

Basis of consolidation

The interim condensed consolidated financial statements at and for the nine months ended 30 September 2016, comprises the results of the Company and its subsidiaries. The interim condensed financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. All inter-company transactions, profits and balances are eliminated on consolidation.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group.

Going concern

The ability of the Group to continue as a going concern is reliant upon continued availability of external debt financing and/or additional equity and the Group's ability to reverse or mitigate the impact of adverse awards through legal defence and/or negotiations. Consistent with this objective, the current management and Board of Directors have been very active in engaging with all counter-parties and negotiating for the best possible terms to settle, refinance and/or restructure specified liabilities and align them with the Group's expected future cash flows. As a result of such efforts, the Group was able to derecognise liabilities totalling AED 107,768 thousand during the period ended 30 September 2016, which contributed along with improved profitability to increasing the Group's net equity from AED 311,397 thousand as of 31 December 2015 to AED 442,571 thousand as of 30 September 2016 or an increase of AED 131,174 thousand. Management intends to follow through on its current focus on (1) completing negotiations with counter-parties; (2) curing all covenant breaches; (3) correcting the current working capital gap; and (4) wiping out legacy accumulated losses. Negotiations are also currently underway between the Group's joint venture and its lenders to seek a mutually acceptable structure to refinance the said joint venture's loan. As of the date of authorisation of these interim condensed consolidated financial statements, the discussions with lenders and other creditors are in progress and the Group believes that a mutually acceptable arrangement will be reached with all parties. The Directors, after reviewing the Group's improving profitability; available sources of funding (either through bank loan or fresh equity including issuance of mandatory convertible bonds as approved by AGM or other alternative models); cash flow forecasts and strategic plans for a period of not less than twelve (12) months from the date of the signing of these interim condensed consolidated financial statements and after reviewing the status of the Group's legal defence, and plans for negotiating a settlement in respect of the adverse awards, have a reasonable expectation that the Group will have adequate resources to continue in operational existence for the foreseeable future. The Group therefore continues to adopt the going concern basis in preparing these interim condensed consolidated financial statements.

Changes in accounting policy and disclosures

a) *New standards, amendments to published standards and interpretations*

The adoption of the following new and amended IFRS and IFRIC interpretations with effect from 1 January 2016 has no material effect on the interim condensed consolidated financial statements of the Group.

- IFRS 14 Regulatory Deferral Accounts
- Amendments to IFRS 11 Joint Arrangements: Accounting for Acquisitions of Interests
- Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation
- Amendments to IAS 16 and IAS 41 Agriculture: Bearer Plants
- Amendments to IAS 27: Equity Method in Separate Financial Statements
- Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
- Annual Improvements 2012-2014 Cycle
- IFRS 7 Financial Instruments: Disclosures
- IAS 19 Employee Benefits
- IAS 34 Interim Financial Reporting
- Amendments to IAS 1 Disclosure Initiative
- Amendments to IFRS 10, IFRS 12 and IAS 28 Investment Entities: Applying the Consolidation Exception

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

Changes in accounting policy and disclosures (continued)

b) *New standards, amendments and interpretations issued but not effective for the financial year beginning 1 January 2016 and not early adopted by the Group*

- IFRS 9, 'Financial instruments' (1 January 2018);
- IFRS 15, 'Revenue from contracts with customers' (1 January 2018); and
- IFRS 16, 'Leases' (1 January 2019).

There are no other standards that are not yet effective that would be expected to have a material impact on the Group in the current or future reporting periods.

The Group is assessing the impact of the above standards, amendments and interpretations to published standards on the Group's interim condensed consolidated financial statements.

Functional and presentation currency

Items included in the interim condensed consolidated financial statements of each of the Group's subsidiaries and joint ventures (together, "entities") are measured using the currency of the primary economic environment in which the entities operate ("the functional currency"). Since most of the transactions of the entities are denominated in US Dollar ("USD") or currencies pegged to the USD, the functional currency of the entities is USD. However, the interim condensed consolidated financial statements of the Group are presented in United Arab Emirates Dirhams ("AED"), which is the presentation currency of the Group. Amounts in US Dollars have been translated into United Arab Emirates Dirhams at the rate of USD 1: AED 3.66 as there is a constant peg between USD and AED.

Significant accounting policies

The Group has consistently applied the accounting policies and methods of computation used in the preparation of the last published annual consolidated financial statements for the year ended 31 December 2015.

Estimates and judgements

The preparation of interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these interim condensed consolidated financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements at and for the year ended 31 December 2015.

Financial risk management

The Group's financial risk management objectives and policies are consistent with that disclosed in the consolidated financial statements at and for the year ended 31 December 2015.

3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Impairment of vessels

Management assesses the impairment of vessels whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors that are considered important which could trigger an impairment review include the following:

- Significant decline in an asset's market value beyond that would be expected from the passage of time or normal use;
- Significant changes in the use of its assets or the strategy of the operation to which the asset belongs;
- Significant changes in the technology and regulatory environments; and
- Evidence from internal reporting that indicates that the economic performance of an asset is, or will be, worse than expected.

If such an indication exists, an impairment test is completed by comparing the carrying values of the cash generating unit with their recoverable amounts. The recoverable amount of the asset taken into consideration is its value-in-use.

3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Classification of leases-Group as a Lessor

The Group has entered into long term vessel leasing arrangements. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the vessel and the present value of the minimum lease payments not amounting to substantially all of the fair value of the vessel, that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

Consolidation of subsidiaries

The Group has evaluated all the investee entities including special purpose entities to determine whether it controls the investee as per the criteria laid out by IFRS 10: Consolidated Financial Statements. The Group has evaluated, amongst other things, its ownership interest, the contractual arrangements in place and its ability and the extent of its involvement with the relevant activities of the investee entities to determine whether it controls the investee.

Impairment of receivables

An estimate of the collectible amount of trade receivable is made when collection of the full amount is no longer probable. For individually significant amounts, this estimation is performed on an individual basis. Amounts which are not individually significant, but which are past due, are assessed collectively and a provision applied according to the length of time past due, based on historical recovery rates.

At the reporting date, gross receivables amounted to AED 26,216 thousand (31 December 2015: AED 28,422 thousand) with provision for doubtful debts of AED 16,073 thousand (31 December 2015: AED 16,073 thousand). Any difference between the amounts actually collected in future periods and the amounts expected will be recognised in the consolidated income statement.

Revenue recognition

The Group has concluded, based on its review of revenue arrangements with customers, that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements, has pricing latitude, and is also exposed to inventory and credit risks.

Estimated impairment of goodwill

Management reviews the business performance based on type of business. Management has identified the vessel owning and chartering division, marine product sales and distribution and shipping services as the main types of business. Goodwill is monitored by the management at the operating segment level. Goodwill has been allocated to the vessel owning and charter segment.

The Group tests annually and whenever there is an indication the goodwill has suffered any impairment, in accordance with the accounting policy. The recoverable amounts of cash-generating units ("CGU") have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 6).

If the budgeted gross margin used in the value-in-use calculation for the vessel chartering CGU (excluding chemical tankers which are under long term time charter) had been 5% lower than management's estimates at 30 September 2016, no impairment charge would have been recognised.

If the estimated cost of capital used in determining the pre-tax discount rate for the vessel chartering CGU had been 0.5% higher/lower than management's estimates, no impairment charge would have been recognised.

4 OPERATING SEGMENTS

Business segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker has been identified as the Group's Executive Committee who makes strategic decisions. The Executive Committee reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

4 OPERATING SEGMENTS (continued)

Business segments (continued)

The Group comprises the following main business segments:

- *Vessel owning and chartering*: Chartering of vessels to customers;
- *Ship management*: Technical management of vessels;
- *Marine products sales and distribution*: Trading of goods such as supplies, chemicals and gases required for ships;
- *Shipping services*: Providing shipping services to ships calling at ports; and providing workshop services for boats
- *Other*: Includes management of all divisions and administrative activities.

Vessel owning and chartering, ship management, marine products sales and distribution and shipping services meet criteria required by IFRS 8, 'Operating Segments' and reported as separate operating segments. Other business segment does not meet the quantitative thresholds required by IFRS 8, and the results of its operations are included in the 'Other' column.

Geographical segments

The Group's Executive Committee does not consider the geographical distribution of the Group's operations to be relevant for their internal management analysis and therefore no geographical segment information has been disclosed.

All operating segments' results are reviewed regularly by the Group's Executive Committee to make decisions about resources to be allocated to the segment and assess their performance, and for which discrete financial information is available.

Gulf Navigation Holding PJSC and its Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

At 30 September 2016

4 OPERATING SEGMENTS (continued)

For the nine month period ended 30 September 2016 (Unaudited)

	Vessel owning and chartering AED '000	Ship management AED '000	Marine product sales and distribution AED '000	Shipping and technical services AED '000	Other AED '000	Inter segment elimination AED '000	Total AED '000
Operating revenue	80,881	2,178	1,840	15,684	-	(1,625)	98,958
Operating costs	(54,654)	-	(1,377)	(10,327)	-	1,625	(64,733)
Other income	-	337	611	178	2,134	(560)	2,700
General and administrative expenses	(1,920)	(2,690)	(692)	(2,611)	(12,341)	560	(19,694)
Finance income	-	-	-	-	1,696	-	1,696
Finance costs	(3,961)	(21)	(2)	(16)	(1,286)	-	(5,286)
Gain arising on acquisition of a joint venture	-	-	-	-	1,638	-	1,638
Liabilities no longer required written back	-	-	-	-	107,768	-	107,768
Share of profit of joint ventures – net	8,127	-	-	-	-	-	8,127
Reportable segment profit / (loss)	28,473	(196)	380	2,908	99,609	-	131,174
<i>At 30 September 2016 (Unaudited)</i>							
Reportable segment assets	652,537	12,022	6,958	44,150	1,197,621	(944,188)	969,100
Reportable segment liabilities	1,015,472	8,057	4,642	9,186	392,517	(903,345)	526,529

Gulf Navigation Holding PJSC and its Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

At 30 September 2016

4 OPERATING SEGMENTS (continued)

For the nine month period ended 30 September 2015 (Unaudited)

	Vessel owning and chartering AED '000	Ship management AED '000	Marine product sales and distribution AED '000	Shipping and technical services AED '000	Other AED '000	Inter segment elimination AED '000	Total AED '000
Operating revenue	83,284	-	2,775	13,064	-	-	99,123
Operating costs	(54,822)	-	(1,845)	(8,913)	-	58	(65,522)
Other income	-	-	667	33	659	-	1,359
General and administrative expenses	(1,641)	-	(727)	(1,784)	(13,793)	-	(17,945)
Finance income	-	-	-	-	1,584	-	1,584
Finance costs	(4,373)	-	(2)	(25)	(1,376)	-	(5,776)
Share of profit of joint ventures -- net	2,853	-	-	-	-	-	2,853
Reportable segment profit / (loss)	25,301	-	868	2,375	(12,926)	58	15,676
<i>At 31 December 2015 (Audited)</i>							
Reportable segment assets*	682,099	-	6,063	39,851	1,182,853	(914,358)	996,508
Reportable segment liabilities*	1,063,693	-	4,127	9,484	485,945	(878,138)	685,111

* Certain numbers shown here reflect reclassification adjustments within the Group's business segments. The total reportable segment assets and liabilities remain unchanged.

Gulf Navigation Holding PJSC and its Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

At 30 September 2016

4 OPERATING SEGMENTS (continued)

For the three month period ended 30 September 2016 (Unaudited)

	Vessel owning and chartering AED '000	Ship management AED '000	Marine product sales and distribution AED '000	Shipping and technical services AED '000	Other AED '000	Inter segment elimination AED '000	Total AED '000
Operating revenue	27,211	2,178	534	3,539	-	(1,625)	31,837
Operating costs	(17,760)	-	(399)	(2,718)	-	813	(20,064)
Other income	-	(1,125)	169	29	1,562	594	1,229
General and administrative expenses	(726)	(1,136)	(210)	(812)	(3,073)	218	(5,739)
Finance income	-	-	-	-	570	-	570
Finance costs	(538)	(19)	-	(6)	(419)	-	(982)
Liabilities no longer required written back	-	-	-	-	107,768	-	107,768
Share of profit of joint ventures – net	2,194	-	-	-	-	-	2,194
Reportable segment profit / (loss)	10,381	(102)	94	32	106,408	-	116,813

Gulf Navigation Holding PJSC and its Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

At 30 September 2016

4 OPERATING SEGMENTS (continued)

For the three month period ended 30 September 2015 (Unaudited)

	Vessel owning and chartering AED '000	Ship manage ment AED '000	Marine product sales and distribution AED '000	Shipping and technical services AED '000	Other AED '000	Inter segment elimination AED '000	Total AED '000
Operating revenue	27,581	-	856	4,828	-	-	33,265
Operating costs	(18,029)	-	(657)	(3,112)	-	20	(21,778)
Other income	-	-	246	15	218	-	479
General and administrative expenses	(649)	-	(241)	(628)	(4,421)	-	(5,939)
Finance income	-	-	-	-	535	-	535
Finance costs	(1,448)	-	(1)	(8)	(424)	-	(1,881)
Share of profit of joint ventures – net	953	-	-	-	-	-	953
Reportable segment profit / (loss)	8,408	-	203	1,095	(4,092)	20	5,634

5 VESSELS, PROPERTY AND EQUIPMENT

Vessels with a net book value of AED 619,854 thousand (31 December 2015: AED 645,475 thousand) are mortgaged as security for bank borrowings (note 10).

The Group's management had previously contracted with a shipyard ("the Contractor") for the construction of two new vessels. The carrying amount of advances recorded as part of capital work-in-progress as of 31 December 2013 was AED 106,506 thousand. Discussions were continuing with the Contractor in relation to new contractual terms. However, alongside these discussions, the Contractor issued Notices of Termination for these two contracts and filed a claim to retain the first instalment and/or damages for any loss suffered. The Group responded with its own legal action, the matter then went into arbitration. Based on the award made by the arbitrator in March 2014, the Group made a provision for impairment of the entire amount of the capital work-in-progress amounting to AED 108,045 thousand which includes the aforesaid advance of AED 106,506 thousand, as part of the results for the year ended 31 December 2013. The Group is in communications with the Contractor to arrange for a possible settlement.

6 GOODWILL

Management reviews the business performance based on type of business. Management has identified the Vessel owning and chartering division, marine products sales and distribution and shipping services as main type of business. Goodwill is monitored by the management at the operating segment level. Goodwill has been allocated to the vessel owning and charter segment.

The recoverable amount of all CGUs has been determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on estimated charter rates using currently available market information and historical trends for vessels which are not on long term time charter. However, with respect to vessels which are on time charter, for more than five years, a period till the end of their charter party agreement has been used for the value-in-use calculations. Cash flows beyond the signed charter party agreement are extrapolated using the estimated growth rate. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates. Key assumptions used in value-in-use calculations are:

Gross margin

Gross margin is based on the current level of activity and estimated future charter rates.

	2016	2015
Growth rate	2%	2%

Discount rates

Discount of 10.23% (2015: 9.7%) is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital.

7 BUSINESS COMBINATION

On 18 April 2016, the Group assumed 100% ownership of Gulf Stolt Ship Management JLT by acquiring the shares held by its joint venture partner Stolt-Neilsen Indian Ocean and Middle East Service Limited. The entity has since been renamed Gulf Ship Management DMCC. The accounts of Gulf Ship Management DMCC are now consolidated in the interim condensed consolidated financial statements of the Group. The Group has provisionally assessed the purchase price in relation to the fair value of net assets acquired and recognised a gain on acquisition of AED 1,638 thousand in the interim consolidated income statement on the date of acquisition.

Gulf Navigation Holding PJSC and its Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

At 30 September 2016

7 BUSINESS COMBINATION (continued)

	<i>Recognised on acquisition AED'000</i>	<i>Carrying value AED'000</i>
Equipment	63	63
Trade and other receivables	6,462	6,462
Cash and bank balances	97	97
	<u>6,622</u>	<u>6,622</u>
Less:		
Provision for employees end of service benefits	(1,704)	(1,704)
Trade and other payables	(757)	(757)
	<u>(2,461)</u>	<u>(2,461)</u>
Fair value of net assets acquired	4,161	
Acquisition date fair value of initial 50% interest	(2,523)	
Gain arising on acquisition	(1,638)	
	<u>0.004</u>	
Consideration for 100% interest acquired on 18 April 2016		
Cash inflow on acquisition		
Cash paid on acquisition		(0.004)
Cash acquired with subsidiary		97
		<u>97</u>
Net cash inflow on the acquisition of joint venture		<u>97</u>

From the date of acquisition, Gulf Ship Management DMCC has contributed a loss of AED 197 thousand to the Group's operating profit. If the acquisition had taken place at the beginning of the year, operating profit for the three-month and nine-month periods would have been lower by AED 105 thousand and AED 635 thousand, respectively.

8 TRADE AND OTHER RECEIVABLES

	<i>30 September 2016 AED'000 (Unaudited)</i>	<i>31 December 2015 AED'000 (Audited)</i>
Current		
Trade accounts receivable	26,216	28,422
Less: provision for impairment of trade receivables	(16,073)	(16,073)
	<u>10,143</u>	<u>12,349</u>
Prepayments	2,358	1,878
Advances to suppliers	924	1,580
Other receivables	5,660	9,578
	<u>19,085</u>	<u>25,385</u>

During the period ended 30 September 2016, the Group has recorded an impairment of AED 4,306 thousand on other receivables (2015: AED Nil).

Gulf Navigation Holding PJSC and its Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

At 30 September 2016

9 TRADE AND OTHER PAYABLES

	<i>30 September 2016 AED'000 (Unaudited)</i>	<i>31 December 2015 AED'000 (Audited)</i>
Trade payables	9,815	10,528
Dividend payable	10,693	10,880
Advance from customers	344	9,943
Other accruals and payables	94,695	201,895
	<u>115,547</u>	<u>233,246</u>

Other accruals and payables at 30 September 2016 includes provisions of AED 73,234 thousand (31 December 2015: AED 179,216 thousand) with respect to unfavourable arbitration awards and related finance costs where applicable. Management assesses the adequacy of these provisions on an ongoing basis and based on these assessments, the Group has reversed liabilities totalling to AED 107,768 thousand during the period ended 30 September 2016.

10 BANK BORROWINGS

	<i>30 September 2016 AED'000 (Unaudited)</i>	<i>31 December 2015 AED'000 (Audited)</i>
Current		
Bank borrowings	<u>397,755</u>	<u>430,506</u>

The movement of bank borrowings is summarised as below:

	<i>Term-loan I AED'000</i>	<i>Term-loan II AED'000</i>	<i>Term-loan III AED'000</i>	<i>Total AED'000</i>
Balance at 1 January 2016	6,518	394,035	29,953	430,506
Less: repaid during the period	-	(28,445)	-	(28,445)
Offset (refer note below)	(811)	-	(3,495)	(4,306)
	<u>5,707</u>	<u>365,590</u>	<u>26,458</u>	<u>397,755</u>
Balance at 30 September 2016	5,707	365,590	26,458	397,755
Average nominal finance cost rate	<u>2.00%</u>	<u>1.35%</u>	<u>2.00%</u>	<u>1.41%</u>
Balance at 1 January 2015	6,518	433,519	29,953	469,990
Less: repaid during the period	-	(39,484)	-	(39,484)
Balance at 31 December 2015	6,518	394,035	29,953	430,506
Average nominal finance cost rate	<u>2.00%</u>	<u>1.00%</u>	<u>2.00%</u>	<u>1.09%</u>

Term Loan I

The term-loan of AED 311,100 thousand was availed by the Group to acquire a vessel costing AED 402,600 thousand. This loan originally carried finance cost at LIBOR plus 0.7% per annum and was payable in 20 semi-annual instalments of AED 9,150 thousand commencing from 28 January 2008. This rate has since been revised to the default rate of 2% per annum. The balance as of 30 September 2016 represents the shortfall after applying the proceeds from the sale of the related vessel. Offset represents netting of liability against a corresponding asset.

Gulf Navigation Holding PJSC and its Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

At 30 September 2016

10 BANK BORROWINGS (continued)

Term Loan II

The term-loan of AED 676,331 thousand was availed by the Group to acquire chemical tankers costing AED 795,684 thousand. This loan carries finance cost at LIBOR plus 0.7% per annum and is payable in 39 quarterly instalments commencing from 1 August 2008 and a final payment of AED 279,874 thousand by 31 March 2019. A repayment of AED 28,445 thousand was made during the period.

Term Loan III

The term-loan of AED 236,070 thousand was availed by the Group to acquire a vessel costing AED 337,295 thousand. This loan originally carried finance cost at LIBOR plus 2.8% per annum and was payable in 23 quarterly instalments commencing from 26 April 2011. This finance cost rate has been revised to EIBOR plus 1% per annum. The balance as of 30 September 2016 represents the shortfall after applying the proceeds from the sale of the related vessel. Offset represents netting of liability against a corresponding asset.

The above bank loans are secured by the following:

- assignment of related vessels mortgage;
- pledge of shares of subsidiaries owning these vessels; and
- corporate guarantee by the holding Company.

The significant covenants for the above loans are as follows:

- the current assets at all times exceed the current liabilities;
- maintain at all times a cash and cash equivalents balance of over a certain percentage of the net debt;
- ensure that the consolidated market adjusted equity is over a certain percentage of the consolidated total market adjusted assets; and
- ensure that the aggregate free market value of the vessels is over a certain percentage of the net debt

At 30 September 2016, the Group continued to remain in technical breach of specified covenants with its lenders. Such breach has rendered the loans to be technically payable on demand. Accordingly, the Group's bank borrowings are classified as current liabilities at 30 September 2016. The Group's management are in discussions with these lenders to resolve the issue of repayment of the shortfall in respect of Term Loans I and III above and is negotiating with the lenders to regularise the agreement in relation to Term Loan II.

11 RELATED PARTY TRANSACTIONS AND BALANCES

Related parties include the major shareholders, directors, key management personnel of the Group, and their related entities. Pricing policies and terms of these transactions are approved by the Group's management.

During the period, the Group entered into following significant transactions with related parties in the ordinary course of business at mutually agreed terms and conditions.

	<i>Nine months ended</i>		<i>Three months ended</i>	
	<i>30 Sep 2016 (Unaudited) AED'000</i>	<i>30 Sep 2015 (Unaudited) AED'000</i>	<i>30 Sep 2016 (Unaudited) AED'000</i>	<i>30 Sep 2015 (Unaudited) AED'000</i>
Finance income - due from a related party	1,686	1,574	566	531
Finance costs - loans from related parties (note 16)	1,223	1,308	407	408
Management fee charged by a jointly controlled entity	813	2,438	-	813
Office rental charged by other related parties	715	595	254	198
Reversal of related party balances	1,477	-	1,477	-

Gulf Navigation Holding PJSC and its Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

At 30 September 2016

11 RELATED PARTY TRANSACTIONS AND BALANCES (continued)

The outstanding balances of amounts due from / to related parties are given below:

	30 September 2016 AED'000 (Unaudited)	31 December 2015 AED'000 (Audited)
Due from related parties		
Non-current		
Gulf Stolt Tankers DMCCO (Joint venture) (i)	33,419	33,419
Current		
Gulf Stolt Tankers DMCCO (Joint venture)	1,879	192
Due to related parties		
Current		
Gulf Ship Management DMCC (previously a joint venture)	-	6,173
Directors' fees	149	2,239
	149	8,412
Loans from related parties (ii)	10,980	10,980

- (i) The Group provided a loan in 2011 to Gulf Stolt Tankers DMCCO. This loan has no repayment period and carries finance cost of 6.6% per annum compounded on annual basis.
- (ii) The Group has drawn down loans from specified related parties. The average nominal finance cost rate of these loans (inclusive of default finance cost) ranges from 15-17% per annum.

Key management remuneration

	Nine months period ended		Three months period ended	
	30 Sep 2016 (Unaudited) AED'000	30 Sep 2015 (Unaudited) AED'000	30 Sep 2016 (Unaudited) AED'000	30 Sep 2015 (Unaudited) AED'000
Salaries, benefits and director' fees	1,470	562	547	74

12 GROSS INCOME AND OPERATING REVENUE

	Nine months period ended		Three months period ended	
	30 Sep 2016 (Unaudited) AED'000	30 Sep 2015 (Unaudited) AED'000	30 Sep 2016 (Unaudited) AED'000	30 Sep 2015 (Unaudited) AED'000
Vessel chartering	80,881	83,284	27,211	27,581
Shipping services	14,593	13,064	3,131	4,828
Agency income	10,296	5,580	2,974	1,258
Marine product sales and distribution	1,840	2,775	534	856
Technical services	1,091	-	408	-
Ship management	553	-	553	-
Gross income	109,254	104,703	34,811	34,523
Less: Agency income	(10,296)	(5,580)	(2,974)	(1,258)
Operating revenue	98,958	99,123	31,837	33,265

Gulf Navigation Holding PJSC and its Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

At 30 September 2016

13 OPERATING COSTS

	<i>Nine months period ended</i>		<i>Three months period ended</i>	
	<i>30 Sep 2016</i>	<i>30 Sep 2015</i>	<i>30 Sep 2016</i>	<i>30 Sep 2015</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
<i>Vessel chartering:</i>				
Ship running- vessels	23,392	25,323	6,925	8,067
Ship running- crew boats	3,007	2,850	1,006	954
Vessel depreciation	23,971	23,982	8,029	8,078
Amortisation of dry docking costs	2,180	2,180	727	727
Ship repair	479	429	260	183
<i>Shipping services:</i>				
Operating costs	9,619	8,913	2,444	3,112
Marine product sales and distribution	1,377	1,845	399	657
Technical services	708	-	274	-
	64,733	65,522	20,064	21,778

14 GENERAL AND ADMINISTRATIVE EXPENSES

	<i>Nine months period ended</i>		<i>Three months period ended</i>	
	<i>30 Sep 2016</i>	<i>30 Sep 2015</i>	<i>30 Sep 2016</i>	<i>30 Sep 2015</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
Staff costs (Note 15)	11,138	7,125	3,771	2,364
Professional fees	1,704	1,881	229	462
Other administrative expenses	6,852	8,939	1,739	3,113
	19,694	17,945	5,739	5,939

15 STAFF COSTS

	<i>Nine months period ended</i>		<i>Three months period ended</i>	
	<i>30 Sep 2016</i>	<i>30 Sep 2015</i>	<i>30 Sep 2016</i>	<i>30 Sep 2015</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
Salaries and wages	8,012	4,892	2,672	1,534
Employees' end of service benefits	381	261	102	149
Other benefits	2,745	1,972	997	681
	11,138	7,125	3,771	2,364

Gulf Navigation Holding PJSC and its Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

At 30 September 2016

16 FINANCE COSTS

	<i>Nine months period ended</i>		<i>Three months period ended</i>	
	<i>30 Sep 2016 (Unaudited) AED'000</i>	<i>30 Sep 2015 (Unaudited) AED'000</i>	<i>30 Sep 2016 (Unaudited) AED'000</i>	<i>30 Sep 2015 (Unaudited) AED'000</i>
Bank borrowings	4,063	4,468	575	1,473
Others	1,223	1,308	407	408
	5,286	5,776	982	1,881

17 EARNINGS PER SHARE

	<i>Nine months period ended</i>		<i>Three months period ended</i>	
	<i>30 Sep 2016 (Unaudited)</i>	<i>30 Sep 2015 (Unaudited)</i>	<i>30 Sep 2016 (Unaudited)</i>	<i>30 Sep 2015 (Unaudited)</i>
Profit for the period (AED '000)	131,174	15,676	116,813	5,634
Number of shares	551,666,666	551,666,666	551,666,666	551,666,666
Basic and diluted earnings per share	AED 0.238	AED 0.028	AED 0.212	AED 0.010

18 OPERATING LEASES AS LESSOR

The Group leases out its outstanding chemical vessels under an operating lease (time charter). The time charter runs until 2023. The lease rental is usually negotiated to reflect market rentals upon entering into/renewal of the charter. Future minimum lease rentals receivables under the non-cancellable operating leases (excluding those owned by the joint venture) are as follows:

	<i>30 September 2016 AED'000 (Unaudited)</i>	<i>31 December 2015 AED'000 (Audited)</i>
Not later than one year	99,127	99,127
Between one year and five years	391,534	392,533
Beyond five years	203,190	276,131
	693,851	767,791