SEROJA
INVESTMENTS LIMITED
Company Registration No. 198300847M

# Building a Sustainable Growth

## Annual Report 2012

# Contents



# Corporate Profile

We are principally engaged in the provision of vessel chartering services to transport dry bulk freight. As at end of FY2012, we own and operate a fleet of 64 vessels consisting of tugboats and barges which mainly navigate waters around the Indonesian archipelago. Through our 50:50 joint ventures, we own jointly a Capesize vessel and 2 Panamax vessels which are all time-chartered to a third party for coal shipments into China. We also acquired a 30% stake in a Floating Storage and Offtake ("FSO") vessel which is chartered to Petrochina International Jabung Ltd.

Our tugboats and barges are used to transport mainly thermal coal, sand and other quarry materials, with the transport of thermal coal from coal mines to thermal power stations and cement companies which operate their own thermal power plants in Indonesia. Our major customers include PT Adaro, PT Kideco Jaya Agung and PT Berau Coal which are leading coal producers in Indonesia, and PT Indocement Tunggal Perkasa, one of Indonesia's largest cement producers. We enter into freight or time charters which range from a period of one to five years. Our freight charters typically involve domestic routes in Indonesia from Kalimantan to various ports in Java and Sulawesi while our time charters involve mainly domestic routes around the Sumatra Island.

Our fleet of tugboats and barges is relatively young, with an average age of 7.5 years for tugboats and 5.2 years for barges, as compared to estimated useful lives of 16 years under normal wear and tear conditions. All of our tugboats are installed with Global Positioning System which enables us to track and monitor the routes and locations of our vessels.

# Chairman's Message

## Dear Valued Shareholders,

On behalf of the Board of Directors of Seroja Investments Limited ("Seroja" or the "Group"), I am pleased to present to you the Annual Report of the Group for the financial year ended 31 December 2012 ("FY 2012").

### Overview of FY2012

Seroja has again delivered a robust set of results for the financial year ended 31 December 2012. The strong performance was derived from our Tug and Barges business in Indonesia and our 2 new panamax vessels which began commercial operation upon delivery. Although the market is still weak in the drybulk freight with lower freight rates as compared to a year ago, it is commendable that Seroja can grow its revenue and net profits to shareholders under such unfavourable market conditions.

Our Group's revenue grew a strong 45.1% from US$51.1 million in FY2011 to US$74.2 million in FY2012 contributed by higher freight charter revenue as well as time charter revenue. Net profit attributable to shareholders increased by 28.7% from US$3.0 million in FY2011 to US$3.9 million in FY2012.

At the beginning of the year, our joint venture companies took delivery of the 2 new panamax vessels from the shipyard. Upon their delivery, both vessels became operational under time charter contracts and provided their maiden contribution to the Group's results. Together with the existing capesize vessel, these 3 large capacity vessels have enabled Seroja to move out of its existing stronghold in Indonesia to capture another high growth market in China where appetite for commodities such as coal, iron ore and other energy resources remain insatiable due to its large population size.

With efficient and quality service provided to its customers, Seroja saw an increase in demand for its services which contributed to the much higher tonnage shipped. The tonnage shipped for its major customers increased significantly by 63% in FY2012 as compared to FY2011. The increase in cargo volume has outperformed the weak freight rate and resulted in the strong revenue growth in FY2012. Seroja will continue to improve its service so as to keep existing customers satisfied as well as attract new customers. With this objective in mind, Seroja is in the process of implementing an IT system for its subsidiaries in Indonesia to integrate its operation functions with its administrative and finance functions which will enable management and staff to be more productive and cater to customers' needs promptly.

### Opportunities & threats

Research by World Resources Institute has identified more than 1,000 coal-fired power plants planned to be built worldwide with about three quarters coming from China and India. Sea borne trade for coal will be driven by the construction of such power plants and Seroja will be a beneficiary arising from the demand for marine transportation of coal from coalmines to the power plants.

In Indonesia, where Seroja's fleet of tugboats and barges operates, the potential for expansion is huge with our major customers who are well established coal producers. Such coal produced by our customers is highly demanded by local power plants as well as overseas customers and significant quantity of the coal produced requires our tugboats and barges to transport from the coalmines to the power plants as well as for transshipments to larger size vessels out at sea.

Although world economy is expected to improve in 2013 over last year, the drybulk freight sector for large capacity vessels is not expected to rebound strongly due to oversupply of vessel capacity and weak demand from the slow growth in the US and the continuing European crisis. As Seroja has diversified its vessel fleet by entering into joint ventures to co-own one capesize and two panamax vessels, it will work closely with its joint venture partner to assess various means to optimise the use of the vessels so as to maximize returns for the joint ventures.

### Building sustainable growth

The Group has and will continue to leverage on its relationship with existing customers for future growth. As coal demand remains strong due to its comparable lower cost of production than oil and other renewable energy resources, this will lead to increase in coal production by our major customers. Such increase in coal produced which is required to be transported through waters to reach the end users will increase our vessels' utilization rate.

Besides growing with existing customers, Seroja will also work to expand its customer base as well as the range of drybulk requiring marine transportation. Such expansion plans will require more efficient planning of our existing vessel fleet or a larger vessel fleet. Seroja has invested in IT system to enable better planning so as to facilitate operations to cater for expansion when opportunities arise. For fleet expansion to match growth, due consideration will be made to acquire newer and bigger vessels to replace existing older vessels as well as to assess chartering from other vessel owners when our existing fleet is fully utilized.

Last but not least, emphasis will be made to provide the staff with adequate training to provide them with the relevant knowledge and skills to manage growth. With the various strategies in place, these will have to be properly executed so as to deliver sustainable growth and long-term value to all shareholders of Seroja.

## A Note of Appreciation

Once again, I would like to take this opportunity to thank my fellow Board Directors for their invaluable contributions and guidance during the year to steer the Group towards a strong performance.

On behalf of the Board, I would like to express my sincere gratitude to our management and staff for their commitment and efforts as well as to our shareholders for their continuous support.

**Edwin Soeryadjaya**
Chairman

# Board of Directors

**Mr Edwin Soeryadjaya**
(Chairman)

Mr Edwin Soeryadjaya is the non-executive Chairman of the Group. He is also President Commissioner of our subsidiary PT PSJ. He is responsible for the strategic planning, development and spearheading the expansion of Seroja. Mr Soeryadjaya also reviews the effectiveness of the governance process of the Board.

From 1981 to 1993, Mr Soeryadjaya was employed at PT Astra International Tbk, a conglomerate in Indonesia, where he last held the position of Vice President Director. During this stint, Mr Soeryadjaya spearheaded the financial restructuring of the company, resulting in its public listing on the Indonesia Stock Exchange in February 1990, the largest initial public offering in Indonesia at the time.

From 1995 to 2003, Mr Soeryadjaya was the Commissioner of PT Aria West International. During the time, he established PT Saratoga Investama Sedaya and was appointed as President Commissioner of PT Saratoga Investama Sedaya in 1997 and holds the position till today.

His other appointments include being the President Commissioner of PT Adaro Energy Tbk, PT Mitra Global Telekomunikasi Indonesia, PT Saptaindra Sejati, PT Global Kalimantan Makmur and PT Indonesia Bulk Terminal. He obtained his Bachelor degree in Business Administration from University of Southern California in 1974.

**Mr Husni Heron**
(CEO)

Mr Husni Heron is the CEO of the Group. He is responsible for overall management and operations, formulating the business model and driving growth strategies of our Group. Mr Heron is also President Director of our subsidiaries, PT PSJ and PT PSJP and has been with the PSJ Group since January 2008.

Mr Heron started his career in PT Astra International Tbk in 1988 in the finance and budget department. He remained there till 1992 and last held the position of coordinator of international finance division. He was involved in the initial public offering of PT Astra International Tbk on the Indonesia Stock Exchange in February 1990, the largest initial public offering in Indonesia at the time.

From 1993 to 1996, Mr Heron was the General Manager of Finance & Accounting of PT Surya Raya Idaman. From 1996 to 2001, Mr Heron was the Finance Director of PT Bhuwanatala Indah Permai Tbk and was involved in fund raising, project finance and merger and acquisition activities.

Since 2001, he has been the Managing Director of PT Saratoga Investama Sedaya overseeing the activities of the company's subsidiaries. He graduated from the Accounting Department of Gadjah Mada University in 1988 with a Bachelor's degree in Accountancy. He is a certified public accountant in Indonesia. He is also a member of the Indonesian Institute of Audit Committee.

**Mr Masdjan**
(Executive Director)

Mr Masdjan is the Chief Operating Officer of the Group. He is currently Director of PT PSJ and PT PSJP. Mr Masdjan is the founder of the PSJ Group and is currently responsible for managing the Group's day-to-day activities.

From 1993 to 1998, Mr Masdjan was the director of PT Sumber Matra Kencana, a crude palm oil shipping company where he was responsible for the management of the company. In 1999, he founded PT PSJ and was instrumental in formulating business strategies and spearheading the growth of its business.

**Mr Andreas Tjahjadi**
(Non-Executive Director)

Mr Andreas Tjahjadi is our Non-Executive Director. He started out in the US as a real estate associate with California Business and Industry Northridge from 1978 to 1981 and then as a General Manager with North Hollywood Auto and Service, North Hollywood, California from 1982 to 1990. Mr Tjahjadi subsequently returned to Indonesia.

From 1991 to 2009, he was the President Director at PT Japirex, a company engaged in the export of rattan. From 1994 to 1997, Mr Tjahjadi was Commissioner of PT Bhuwanatala Indah Permai Tbk, a property management company listed on the Indonesia Stock Exchange.

Since 2006, Mr Tjahjadi is the President Commissioner of PT Mitra Investindo Tbk, a granite mining and trading company listed on the Indonesia Stock Exchange. Mr Tjahjadi graduated from Northrop University in the US with a Bachelor's degree in Engineering Technology in 1976. He subsequently obtained his Masters of Science (Marketing), Northrop University in 1978.

**Mr Ng Soon Kai**
(Alternate Director)

Mr Ng Soon Kai is an Alternate Director to Mr Edwin Soeryadjaya. Mr Ng is a professional lawyer and is currently the Managing Director of Ng Chong & Hue LLC. He has vast experience in litigation, mergers and acquisitions, corporate restructuring, reverse takeovers and schemes of arrangement. He obtained Second Class Upper Division Honours in Law from the National University of Singapore in 1989. He is also a Commissioner for Oaths and a Notary Public.

**Mr Yap Kian Peng**
(Independent Director)

Mr Yap Kian Peng is an Independent Director of the Group. Since 2005, he has been the Executive Director of Capital Equity Holdings Pte Ltd, a private equity investment company and has interests in petrochemicals, food and beverage, logistics and property investment and development. He is presently an Executive Director and Acting Chairman of Jackspeed Corporation Limited which is listed on the SGX-ST.

He was the Executive Director of CKG Chemicals Pte Ltd from 2004 to 2010. From 2001 to 2004, he was employed by Maybank, initially as a Senior Business Development Manager and subsequently as the Team Head of the Trade Finance Business Development Group. From 1998 to 2000, Mr Yap was a Director of You Yi Glass Contractor Pte Ltd, a company engaged in the business of trading glass sheets.

He joined Oversea-Chinese Banking Corporation Limited in 1992 and when he left in 1998, he was an Assistant Manager at the bank. Mr Yap graduated from RMIT University, Australia, with a Bachelor's degree in Business (Business Administration). He is an independent director of Travelite Holdings Ltd and an independent director and the Chairman of the Audit Committee of China Bearing (Singapore) Ltd., both of which are listed on the SGX-ST. He is also an independent director of Soon Lian Holdings Limited and an independent director and the Chairman of the Audit Committee of Sincap Group Limited, both of which are listed on the SGX-Catalist.

**Mr Ng Yuen**
(Independent Director)

Mr Ng Yuen is an Independent Director of the Group. He is currently a partner in Messrs Malkin & Maxwell LLP, which he joined in 1999. Mr Ng started his career as a State Counsel in the Attorney-General's Chambers in 1986. He was subsequently called to the Bar in 1989 and has been in private practice since, starting at Messrs Lee & Lee from 1991 as an associate, at Messrs Shook Lin & Bok LLP in 1992 as a partner and then at Messrs Ng & Koh in 1999.

Mr Ng graduated from the Law Faculty of National University of Singapore, Singapore with a Bachelor's degree in Law in 1985. He is an accredited adjudicator of the Singapore Mediation Centre and an accredited arbitrator with the Singapore Institute of Arbitrators, as well as a member of the Law Society of Singapore and the Singapore Academy of Law.

# Key Executives

## Mr Hernawan Tjahjana
Marketing Director

Mr Hernawan Tjahjana is the Marketing Director of subsidiaries PT PSJ and PT PSJP. He is responsible for sales and marketing and managing the barge chartering operations of the subsidiaries. He is also a Director of PT PSJ and PT PSJP and has been with the PSJ Group since January 2008.

From 1989 to 2007, Mr Tjahjana was the director of PT Trikarya Selaras Wicaksana where he was involved in marketing and business development. He graduated with a Bachelor's degree in Chemical Engineering from the University of Delaware in 1980 and obtained a Master of Business Administration from Loyola Marymount University in 1983. Mr Tjahjana is currently the President Director of PT Bintang Pertama Lines and holds directorships in PT Bumi Hijau Sejahtera, PT PSJ, PT PSJP, Trans LK Marine Limited, PT Laju Kencana Murni, the Leven Group and PT Sarana Perdana Utama. He is also the President Commissioner of PT Maxitech Indonesia.

## Mr Lim Poh Chen
Financial Controller

Mr Lim Poh Chen is the Financial Controller of the Company. He is responsible for the overall management of the finance functions of the Group. He was with Deloitte and Touche as an auditor from 1996 to 2000. From December 2000 to August 2005, Mr Lim was employed as an accountant/financial analyst at Phoenix Mecano S.E. Asia Pte Ltd. He was employed as a Senior Accountant at G&U Asia Pacific Logistics Pte Ltd from 2005 to 2006 and at Ecolab Pte. Ltd. from 2006 to 2007 and was responsible for the accounting and reporting functions of both companies.

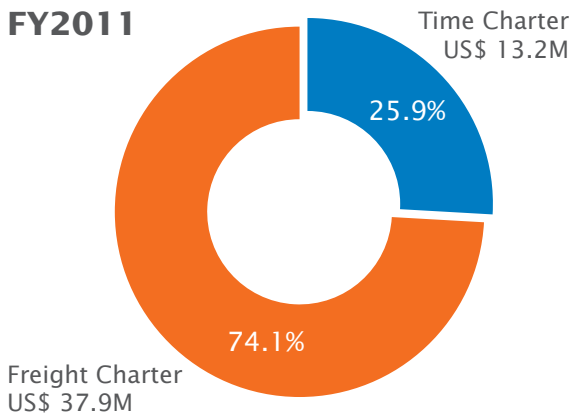
Mr Lim joined Memstar Technology Ltd as Financial Controller from 2007 to 2009 and was in charge of the overall management of the finance functions. Prior to joining Seroja, he was the CFO of Kading (Fujian) Children's Products Co., Ltd. in 2009, managing its financial functions and overseeing its listing requirements. Mr Lim graduated with a Bachelor of Accountancy from Nanyang Technological University, Singapore in 1996. He is a member of the Institute of Certified Public Accountants of Singapore since 1999.

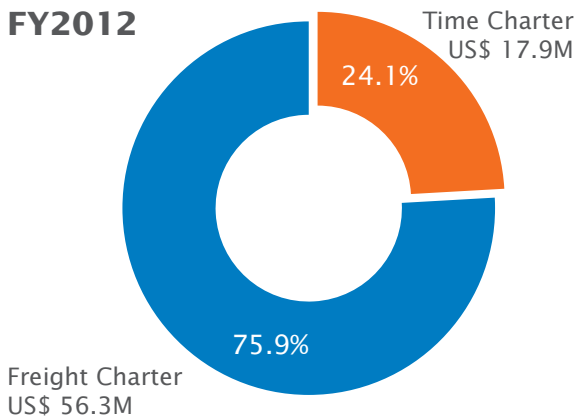
# Operations and Financial Review

The Group delivered a good set of financial results despite weak market conditions in the drybulk freight sector in FY2012. Similar to FY2011, both revenue and net profits attributable to shareholders recorded another year of double digit growth in FY2012. Our operations and performance review for FY2012 are presented below in more details.

## Revenue

The Group recorded a full year revenue growth of 45.1% or US$23.1 million from US$51.1 million in FY2011 to US$74.2 million in FY2012. The higher revenue was due to increase in both freight charter revenue and time charter revenue. Freight charter revenue increased by US$18.4 million from US$37.9 million in FY2011 to US$56.3 million in FY2012 due to more tonnage delivered for major customers which was partly offset by lesser shipments to some customers and lower average freight rate in line with the weak market conditions in FY2012 as compared to FY2011. Time charter revenue increased by US$4.7 million from US$13.2 million in FY2011 to US$17.9 million in FY2012. This was mainly due to maiden contribution from the 2 jointly owned panamax vessels delivered in Jan 2012 which was partly offset by offhire for our jointly owned capesize vessel for about 1.5 months due to drydock as well as lesser time charter contracts secured or renewed for our tugboats and barges. Due to lower freight rate in second half of FY2012, customers preferred to charter the vessels under freight charter instead of fixed term time charter. As such, more of our tugboats and barges were deployed to service under freight charter to capture the higher demand from such charter type.




## Profitability

Gross profit increased by 28.4% or US$3.4 million from US$12.0 million in FY2011 to US$15.4 million in FY2012 which was contributed by the higher revenue generated. However gross profit margin decreased from 23.5% in FY2011 to 20.8% in FY2012. This was mainly attributed to the lower average freight rate, higher fuel expenses, higher depreciation charges, management fees incurred for large vessels and drydock of capeszie vessel resulting in no charter income for about 1.5 months.

Administrative expenses increased by 4.3% or US$0.2 million from US$4.0 million in FY2011 to US$4.2 million in FY2012 due mainly to increase in administrative staff payroll expenses which is partly offset by lower professional fees. The higher professional fees in FY2011 related mainly to the legal fees incurred for acquiring the 2 panamax vessels and also for the bank loan refinancing undertaken by subsidiary, PT PSJ. The decrease in finance expenses by 18.0% or US$0.8 million from US$4.4 million in FY2011 to US$3.6 million in FY2012 was due to a one-off upfront fee of US$1.2 million from the loan refinancing in FY2011. Excluding the one-off upfront fee in FY2011, the finance expense increased by US$0.4 million from US$3.2 million (adjusted for one-off upfront fee) in FY2011 to US$3.6 million in FY2012. The increase was mainly due to interest expense on bank loans to finance the 2 panamax vessels compared to capitalizing such interest in FY2011 when the vessels were still under construction. The increase in interest expense is partly offset by lower bank borrowings as a result of scheduled repayments and a non-scheduled prepayment made during the year under review.

The share of results of associates increased by 44.2% or US$0.2 million from US$0.6 million in FY2011 to US$0.8 million in FY2012 mainly due to lower operating and finance expenses incurred by the associate which owned the FSO vessel.

Arising from the above, net profit attributable to shareholders increased by 28.7% or US$0.9 million from US$3.0 million in FY2011 to US$3.9 million in FY2012. The Group's earnings per ordinary share increased from 0.80 US cents in FY2011 to 0.99 US cents in FY2012. Net asset value per ordinary share increased from 12.57 US cents in FY2011 to 13.56 US cents in FY2012.

## Financial Position

Trade and other receivables increased by US$5.1 million from US$10.7 million as at 31 December 2011 to US$15.8 million as at 31 December 2012. The increase was mainly due to higher revenue generated during the last 2 months of FY2012. The decrease in other current assets by US$0.3 million from US$1.1 million as at 31 December 2011 to US$0.8 million as at 31 December 2012 was mainly due to lower advance payment made for purchase of vessel spare parts and supplies which were mainly delivered and paid for by 31 December 2012.

Investments in associates increased from US$2.8 million as at 31 December 2011 to US$3.6 million as at 31 December 2012 due to the share in profits generated by the FSO vessel during the year under review. Property, plant and equipment decreased from US$143.5 million as at 31 December 2011 to US$141.5 million as at 31 December 2012. This was mainly due to depreciation charges during the year under review which were partly offset by final instalment made for the acquisition of the 2 panamax vessels as well as capitalization of drydocking expenditures incurred.

The increase in trade and other payables from US$5.0 million as at 31 December 2011 to US$14.8 million as at 31 December 2012 was in line with the increase in our business activities. Our total borrowings (current and non-current) decreased by US$16.5 million from US$98.6 million as at 31 December 2011 to US$82.1 million as at 31 December 2012. The decrease was due to partial repayment of finance lease obligations and bank loans during the year under review as well as a prepayment of bank loan amounting to US$8 million in October 2012 by our joint venture company, Seroja-Zhushui Shipping Ltd. The decrease was partly offset by proportionate share in joint venture's borrowings of US$4.9 million obtained to finance the final instalment of the 2 panamax vessels which were delivered in January 2012.

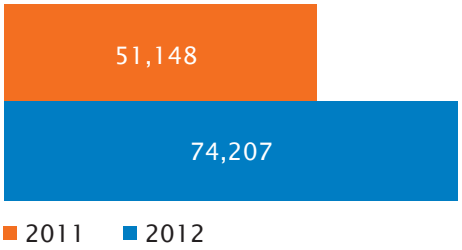
The Group is in net asset position despite its current liabilities exceeding current assets by about US$4.7 million mainly due to utilizing excess cash under its joint venture to prepay part of the joint venture's bank borrowings in last quarter of FY2012. Nevertheless, the Group's net profit has increased by more than 100% from US$3.8 million in FY2011 to US$7.8 million in FY2012 and has also generated strong cash flows from operations by more than 100% from US$13.6 million in FY2011 to US$27.6 million in FY2012.

Net cash generated from operating activities amounted to US$27.6 million which were partly offset by net cash used in investing activities and financing activities of US$10.1 million and US$20.1 million respectively. Cash used in investing activities was mainly to fund the last instalment payment for 2 jointly owned panamax vessels delivered in January 2012 as well as drydock expenditures incurred for the vessels. Cash used in financing activities was for repayments of bank loan, interest and finance lease obligations which were partly offset by proceeds from bank loan obtained by our joint venture company to finance the purchase of the abovementioned panamax vessels. Arising from the above, the Group generated a net decrease in cash and cash equivalents of US$2.6 million from US$13.1 million as at 31 December 2011 to US$10.5 million as at 31 December 2012.

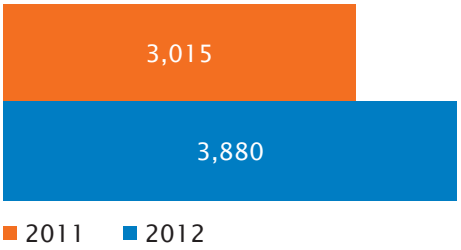
# Financial Highlights

## Profit and Loss Statement Review

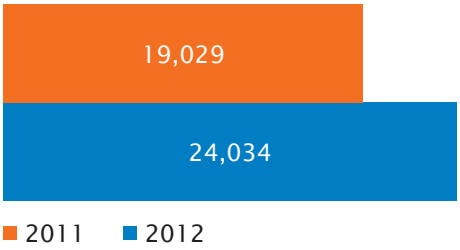
**Revenue**
(US$ '000)




**Net Profit Attributable to Equity Holders of the Company**
(US$ '000)

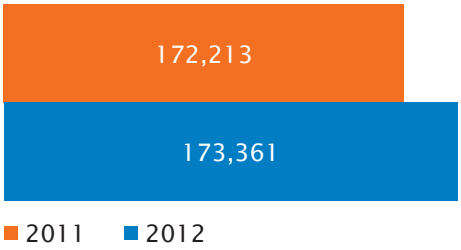



**EBITDA**
(US$ '000)

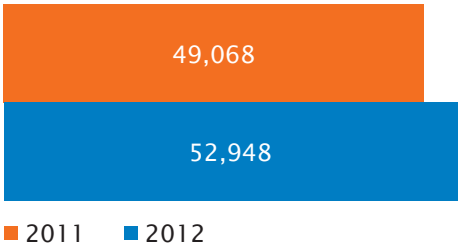



## Balance Sheet Review

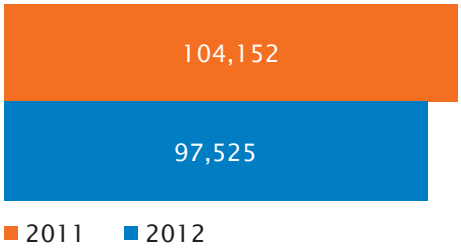
**Total Assets**
(US$ '000)




**Shareholders' Equity**
(US$ '000)




**Total Liabilities**
(US$ '000)




| Per share data | FY2011 | FY2012 |
|---|---|---|
| Earnings - Basic (US cents) | 0.8 | 1.0 |
| Net tangible assets (US cents) | 12.6 | 13.6 |

# Corporate Information

## Board of Directors
Edwin Soeryadjaya, Non-executive Chairman
Husni Heron, Chief Executive Officer
Masdjan, Chief Operating Officer
Andreas Tjahjadi, Non-executive Director
Ng Soon Kai, Alternate to Edwin Soeryadjaya
Yap Kian Peng, Independent Director
Ng Yuen, Independent Director

## Audit Committee
Yap Kian Peng, Chairman
Edwin Soeryadjaya
Ng Yuen

## Nominating Committee
Ng Yuen, Chairman
Edwin Soeryadjaya
Yap Kian Peng

## Remuneration Committee
Yap Kian Peng, Chairman
Edwin Soeryadjaya
Ng Yuen

## Company Secretary
Ng Soon Kai, LLB (Hons). (Singapore)

## Independent Auditor
Nexia TS Public Accounting Corporation
Public Accountants and Certified Public Accountants
100 Beach Road
Shaw Tower #30-00
Singapore 189702
Partner-in-charge
Philip Tan Jing Choon
(appointed from financial year ended 31 December 2011)

## Principal Place of Business
15 Scotts Road,
#08-05, Thong Teck Building.
Singapore 228218.
Tel: (65) 6438 4221
Fax: (65) 6438 8782

## Registered Office
96 Robinson Road,
#15-01/02, SIF Building
Singapore 068899.

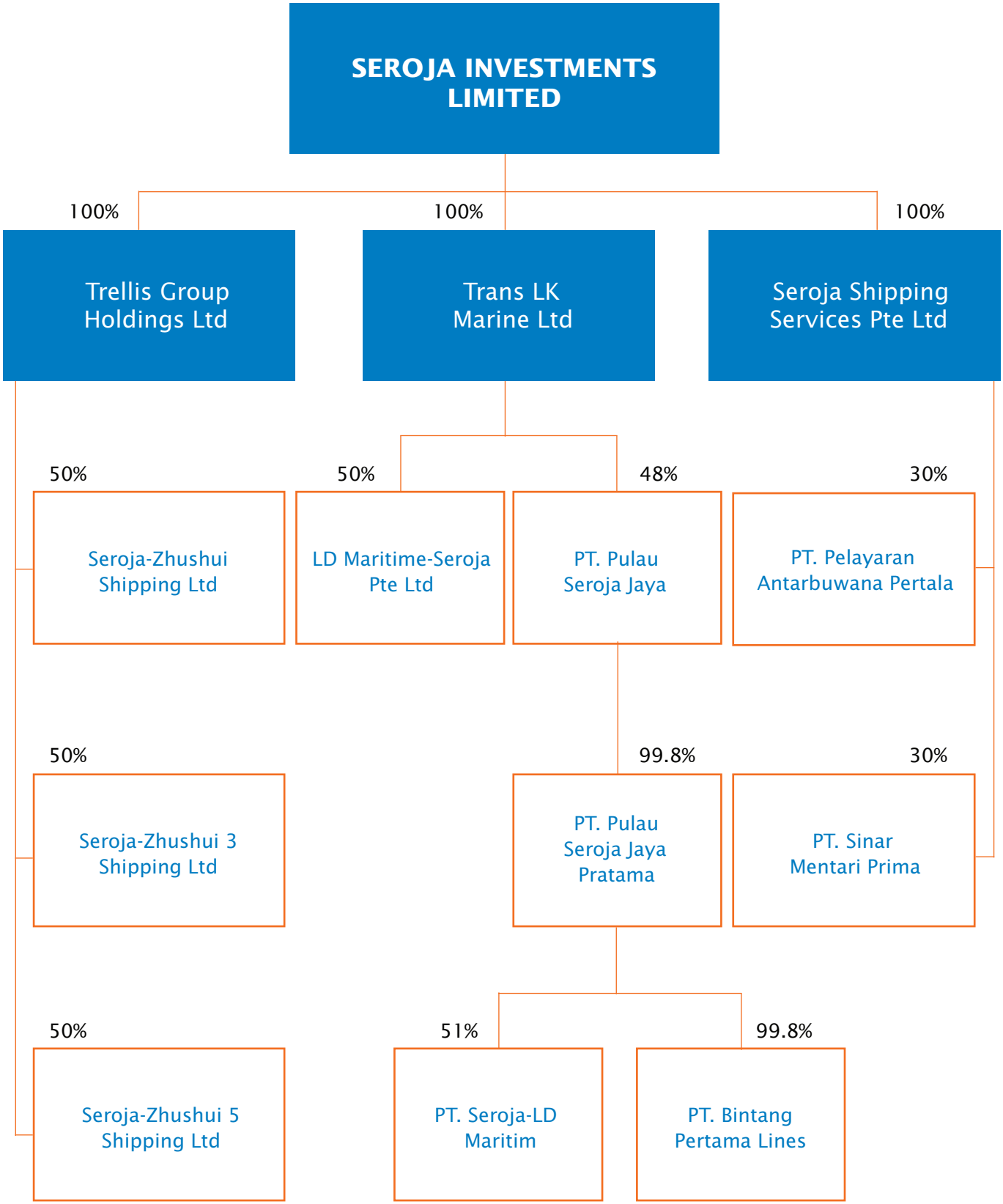
Tel: (65) 6538 3177
Fax: (65) 6532 5554

## Company Registration Number
198300847M

## Registrar
Tricor Barbinder Share Registration Services
(A division of Tricor Singapore Pte.Ltd.)
80 Robinson Road,
#02-00,
Singapore 068898

## Principal Bankers
UOB Limited, Singapore
PT. Bank UOB Buana
OCBC Limited, Singapore

# Group Structure



# Financial Contents

# Corporate Governance Report

The Board is committed to maintaining a high standard of corporate governance and transparency within the Group to protect the interests of its shareholders and enhance long-term shareholder value. The Board is pleased to report the Company's corporate governance processes with specific reference to the Code of Corporate Governance 2005 (the "**Code**").

***BOARD MATTERS***

**BOARD'S CONDUCT OF AFFAIRS**

**Principle 1: Every company should be headed by an effective Board to lead and control the company. The Board is collectively responsible for the success of the company. The Board works with Management to achieve this and the Management remains accountable to the Board.**

The Board has overall responsibility for the corporate governance of the Company so as to protect and enhance long-term shareholder value. It provides leadership, sets the strategic aims of the Company and supervises executive management and monitors their performance. Apart from its statutory responsibilities, the principal functions of the Board are:

(i) to review the performance and prospects of the Group;

(ii) to review management performance;

(iii) to approve the Group's strategic aims, key operational initiatives, major investment and funding decisions; and

(iv) to identify principal risks of the Group's business and ensure adequate risk management processes and systems are in place.

To assist in the execution of its responsibilities, the Board has established an Audit Committee, a Nominating Committee and a Remuneration Committee which are all chaired by Independent Directors. These Committees function within clearly defined terms of references and operating procedures. The effectiveness of each Committee is reviewed by the Board on a regular basis.

The Board is to meet regularly at least 4 times a year and as warranted by particular circumstances, to review and deliberate on the key activities and business strategies of the Group, including reviewing and approving significant acquisitions and disposals, reviewing financial performance and to approve the public release of quarterly and annual financial results. The Board also periodically reviews the effectiveness of each Committee. Additional meetings may be held when necessary to address significant transactions or issues.

The Company's Articles of Association provides for meetings to be held via telephone and video conferencing whereby all directors participating in the meeting are able to communicate as a group without requiring the directors' physical presence at the meeting. All relevant information on material events and transactions are circulated to Directors as and when they arise.

The attendance of the Directors at Board Meetings and Committee Meetings during the financial year ended 31 December 2012 is set out as follows:

| | Board | Audit Committee | Nominating Committee | Remuneration Committee |
|---|---|---|---|---|
| | | | | |
| Number of meetings held | 4 | 4 | 2 | 1 |
| | | | | |
| Mr Edwin Soeryadjaya | 1 | 1 | - | - |
| Mr Husni Heron | 4 | 4* | - | - |
| Mr Masdjan | 4 | 2* | - | - |
| Mr Andreas Tjajahdi | 4 | 2* | - | - |
| Mr Ng Soon Kai (Alternate Director of Mr. Edwin Soeryadjaya) | 4 | 4 | 2 | 1 |
| Mr Ng Yuen | 4 | 4 | 2 | 1 |
| Mr Yap Kian Peng | 4 | 4 | 2 | 1 |

* By invitation

# Corporate Governance Report

## BOARD COMPOSITION AND GUIDANCE

**Principle 2: There should be a strong and independent element on the Board, which is able to exercise objective judgment on corporate affairs independently, in particular, from Management. No individual or small group of individuals should be allowed to dominate the Board's decision making.**

The Board comprises two Executive Directors, three Non-Executive Directors (including one who is an Alternate Director of Mr Edwin Soeryadjaya) and two Independent Directors. The current Board Members comprise directors who as a group provide core competencies such as accounting, finance, business, legal, management experience, industry knowledge and strategic planning experience and hence would be able to provide a balanced view within the Board. Key information regarding the Directors is given in the section titled "Board of Directors" in this Annual Report.

The composition of the Board enables management to benefit from a broad and objective perspective as each Director brings to the Board a diverse background, experience and knowledge which provide for effective direction for the Group. The Board adopts the Code's definition of what constitutes an Independent Director in assessing the independence of the Directors.

The Board is of the view that the two Independent Directors (who represent one-third of the Board) are able to act with independent judgement. No individual or small group of individuals dominates the decision making process of the Board.

The Board is satisfied that its current size is adequate and appropriate and that the present composition of the Board allows it to effectively exercise objective judgement independently of the management. The composition of the Board will be reviewed on an annual basis by the Nominating Committee to ensure that the Board has the appropriate mix of expertise and experience and possesses the necessary competencies for effective decision making.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

**Principle 3: There should be a clear division of responsibilities at the top of the company – the working of the Board and the executive responsibility of the company's business – which will ensure a balance of power and authority, such that no one individual represents a considerable concentration of power.**

The roles of the Chairman and Chief Executive Officer ("**CEO**") are undertaken by two separate persons who are not related to each other, and each has his own responsibilities.

Mr Edwin Soeryadjaya, the Chairman, bears responsibilities for the strategic planning and development of the Group's business and spearheading the expansion and growth of the Group. He is also responsible for ensuring the integrity and effectiveness of the governance process of the Board.

As the CEO, Mr Husni Heron's responsibilities include overseeing the overall management and operations as well as formulating the business model and growth strategies of the Group. He is responsible for the day-to-day management of the Group's corporate affairs and ensuring that strategies and policies adopted by the Board are implemented.

## BOARD MEMBERSHIP

**Principle 4: There should be a formal and transparent process for the appointment of new directors to the Board.**

The Nominating Committee ("**NC**") comprises four members, majority of whom including the chairman of the NC are Independent Directors. The chairman of the NC is Mr Ng Yuen and the other members are Mr Edwin Soeryadjaya and Mr Yap Kian Peng.

The NC's responsibilities include the following:

(i) reviewing and making recommendations to the Board on all board appointments, re-nomination, re-election and removal of all directors of the Company and directors of subsidiary, PT Pulau Seroja Jaya ("PT PSJ"), who are appointed as representatives of the Company, having regard to the relevant director's contribution and performance;

(ii) reviewing and approving, together with the Board, the exercising of vote by subsidiary, Trans LK Marine Limited, at any shareholders' meeting in respect of the appointment of directors of PT PSJ;

(iii) ensuring that all members of the Board submit themselves for re-nomination and re-election at regular intervals and at least once in every three years

# Corporate Governance Report

(iv) determining on an annual basis whether or not a director is independent

(v) assessing the performance of the Board and contribution of each director to the effectiveness of the Board; and,

(vi) reviewing and approving any new employment of related persons and the proposed terms of their employment.

The NC reviews and recommends to the Board the re-nomination of retiring Directors for re-election at each Annual General Meeting ("**AGM**") and the appointment of new Directors. The review ensures that the Director to be re-nominated or appointed is able to contribute to the ongoing effectiveness of the Board, has the ability to exercise sound business judgement, and has demonstrated leadership capacity, high level of professional skills and appropriate personal qualities. Each member of the NC shall abstain from voting on any resolution relating to his own re-nomination as a director.

## BOARD PERFORMANCE

**Principle 5: There should be a formal assessment of the effectiveness of the Board as a whole and the contribution by each director to the effectiveness of the Board.**

The Company believes that the Board's performance is ultimately reflected in the performance of the Company. The Board is tasked with making sound commercial decisions and setting strategic directions so as to act in the best interests of the Company and its shareholders.

The Board is of the opinion that the financial indicators set out in the Code as guidelines for the evaluation of Directors are more of a measure of management's performance and hence are less applicable to Directors. The financial indicators may not necessarily fully measure the long term success and value creation to shareholders of the Company.

The Nominating Committee is tasked with the assessment of the Board's performance. The assessment process will adopt both quantitative and qualitative criteria. The NC has implemented a Board assessment checklist and Director assessment checklist to assess and increase the overall effectiveness of the Board.

Factors taken into consideration for the assessment of each Director include attendance at meetings, adequacy of preparation, participation, industry knowledge and functional expertise. Factors for assessment of the Board as a whole include the board structure, conduct of meetings, corporate strategy, risk management and internal controls, business and financial performance, compensation, financial reporting and communication with the shareholders.

## ACCESS TO INFORMATION

**Principle 6: In order to fulfill their responsibilities, Board members should be provided with complete, adequate and timely information prior to Board meetings and on an on-going basis.**

Directors are from time to time furnished with information concerning the Group to enable them to be fully cognizant of the decisions and actions of the management. The Board has unrestricted access to the Company's records and information.

In order to ensure that the Board is able to fulfill its responsibilities, the management will provide adequate and timely information to the Board on the affairs of the Company and the Group in the form of on-going reports relating to the operational and financial performance of the Group.

The Board has separate and independent access to the Company Secretary and to other key executives of the Company and of the Group at all times in carrying out their duties. The Company Secretary or his representative attends all Board meetings and meetings of the Committees of the Company and ensures that Board procedures are followed and that applicable rules and regulations are complied with.

Each Director has the right to seek independent legal and other professional advice, at the Company's expense, concerning any aspect of the Company's operations or undertakings in order to fulfill their duties and responsibilities as Directors.

# Corporate Governance Report

***REMUNERATION MATTERS***

**PROCEDURES FOR DEVELOPING REMUNERATION POLICIES**

**Principle 7: There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director should be involved in deciding his own remuneration.**

The Remuneration Committee ("**RC**") comprises all the Independent Directors and Mr Edwin Soeryadjaya. The Chairman is Mr Yap Kian Peng, and the other members are Mr Edwin Soeryadjaya and Mr Ng Yuen.

The RC is primarily responsible for recommending to the Board a framework of remuneration for the Board and the key executives and determining the specific remuneration packages for each Executive Director. The recommendations will be submitted for endorsement by the Board.

The main duties of the RC include the following:

(i) recommending a framework and reviewing the procedure for fixing the remuneration packages of Executive Directors and key executives of the Group;

(ii) reviewing from time to time the appropriateness of remuneration awarded to Directors including, but not limited to, Director's fees, salaries, allowances, bonuses, share options and benefits in kind;

(iii) reviewing on an annual basis the remuneration of employees related to our Directors and Substantial Shareholders to ensure that their remuneration packages are in line with the staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities. The RC will also review and approve any bonuses, pay increases and/or promotions for these employees; and

(iv) recommending a formal and transparent process for determining Directors' fees for the Non-Executive Directors of the Company.

Each RC member will abstain from voting on any resolution in respect of his own remuneration. The RC is provided with access to expert professional advice on remuneration matters, if required, and the expenses of such services will be borne by the Company.

**LEVEL AND MIX OF REMUNERATION**

**Principle 8: The level of remuneration should be appropriate to attract, retain and motivate the directors needed to run the company successfully but companies should avoid paying more than is necessary for this purpose. A significant proportion of executive directors' remuneration should be structured so as to link rewards to corporate and individual performance.**

In setting remuneration packages, the RC will take into consideration the pay and employment conditions within the industry and in comparable companies. The Non-Executive and Independent Directors receive Directors' fees, in accordance with their contribution, taking into consideration factors such as effort and time spent and responsibilities of the Directors. The Directors' fees are recommended by the entire Board for shareholders' approval at each AGM. No director is involved in deciding his own remuneration.

The Executive Directors have service agreements which cover the terms of employment, salaries and other benefits.

# Corporate Governance Report

**DISCLOSURE ON REMUNERATION**

**Principle 9: Each company should provide clear disclosure of its remuneration policy, level and mix of remuneration, and the procedure for setting remuneration, in the company's annual report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to directors and key executives, and performance.**

The details of the remuneration of Directors and top 2 key executives of the Group disclosed in bands for services rendered during the financial year ended 31 December 2012 are as follows:

| | Salary % | Bonus % | Fees % | Allowances and Other Benefits % | Total Compensation % |
|---|---|---|---|---|---|
| **Directors** | | | | | |
| **S$250,000 to below S$500,000** | | | | | |
| Mr Husni Heron | 75.9 | 17.3 | 6.8 | - | 100 |
| Mr Masdjan | 75.0 | 17.0 | 8.0 | - | 100 |
| | | | | | |
| **Below S$250,000** | | | | | |
| Mr Edwin Soeryadjaya | 20.3 | - | 79.7 | - | 100 |
| Mr Andreas Tjahjadi | 28.4 | - | 71.6 | - | 100 |
| Mr Ng Yuen | - | - | 100 | - | 100 |
| Mr Yap Kian Peng | - | - | 100 | - | 100 |
| | | | | | |
| **Key Executives** | | | | | |
| **Below S$250,000** | | | | | |
| Hernawan Tjahjana | 92.3 | 7.7 | - | - | 100 |
| Lim Poh Chen | 76.3 | 23.7 | - | - | 100 |

The Company does not have any employees who are immediate family members of a Director whose remuneration exceeded S$150,000 during the financial year ended 31 December 2012.

***ACCOUNTABILITY AND AUDIT***

**ACCOUNTABILITY**

**Principle 10: The Board should present a balanced and understandable assessment of the company's performance, position and prospects.**

The Board is accountable to the shareholders and is mindful of its obligations to comply with statutory requirements and the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Board currently provides shareholders with the Company's performance, position and prospects on a quarterly basis via announcements to the SGX-ST within the prescribed periods.

The management provides financial reports to the Board on a regular basis. The Directors have separate and independent access to all levels of key personnel in the Company.

# Corporate Governance Report

**AUDIT COMMITTEE ("AC")**

**Principle 11: The Board should establish an Audit Committee with written terms of reference which clearly set out its authority and duties.**

The AC comprises three members, two of whom are Independent Directors. The AC is chaired by Mr Yap Kian Peng and the other members are Mr Edwin Soeryadjaya and Mr Ng Yuen.

The main responsibilities of the AC are to assist the Board in fulfilling its statutory and other duties relating to corporate governance, financial and accounting matters and reporting practices of the Group. The AC meets periodically to perform the following functions:

(i) review with the external auditors the audit plans, their audit report, their management letter on internal control matters noted in the course of their audit to the extent of their scope as laid out in their plan and the management's response;

(ii) review the quarterly, half-yearly and annual financial statements before submission to the Board for approval, focusing on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards and compliance with the Listing Manual and any other relevant statutory or regulatory requirements;

(iii) review the internal control and procedures and co-ordination between the external auditors and the management, review the assistance given by the management to the auditors and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of the management, where necessary);

(iv) ensure that annual internal controls audit are commissioned until such time it is satisfied that the Group's internal controls are robust and effective enough;

(v) review and approve all formal hedging and trading policies, and ensure that adequate procedures are in place, prior to implementation by the Group;

(vi) review and discuss with the external auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and the management's response;

(vii) consider the appointment or re-appointment of the external auditors, the audit fee, and matters relating to the resignation or dismissal of the auditors;

(viii) review and approve all interested person transactions of the Group prior to entry;

(ix) review any potential conflicts of interest;

(x) review all minutes of meetings conducted by the board of directors of PT PSJ, at least on a quarterly basis, and report to the Board its findings from time to time on matters arising and requiring the attention of the Audit Committee;

(xi) undertake such other reviews and projects as may be requested by the Board, and will report to the Board its findings from time to time on matters arising and requiring the attention of the Audit Committee; and

(xii) generally undertake such other functions and duties as may be required by statute or the Listing Manual, or by such amendments as may be made thereto from time to time.

Apart from the duties above, the AC shall commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on the Group's operating results and/or financial position.

Each member of the AC shall abstain from voting any resolutions in respect of matters he is interested in.

The AC has full access to and co-operation of the Management and has full discretion to invite any Director or executive officer to attend its meetings, and has been given reasonable resources to enable it to discharge its functions.

# Corporate Governance Report

During the financial year, the AC met with the management and the external auditors on four (4) occasions. These meetings included, amongst other things, a review of the Group's financial statements, the internal control procedures, prospects of the Group and independence of the external auditors. The external auditors also met with the AC members without the presence of the management. The AC reviews the independence of the external auditors and the nature and extent of non-audit services provided by the external auditors to the Group and is satisfied that such services will not prejudice the independence and objectivity of the external auditors. During the year under review, the aggregate amount of fees paid to the external auditors for the audit and non-audit services amounted to US$90,000 and US$3,000 respectively. The AC has recommended to the Board that Nexia TS Public Accounting Corporation, Singapore be nominated for re-appointment as auditors at the forthcoming AGM.

Besides Nexia TS Public Accounting Corporation, the AC has also assessed the appointments of different auditors for the Group's joint ventures and associated companies and is satisfied that such appointments would not compromise the standard and effectiveness of the Group's audit. Accordingly, the AC and the Board are satisfied that the Group has complied with Rule 712 and Rule 716 of the Listing Manual of SGX-ST in relation to its auditing firms.

The Company has in place a whistle blowing framework for employees and other parties to report in confidence, without fear of reprisal, concerns about possible improprieties in matters of financial reporting or other matters. This policy is to assist the AC in managing allegations of fraud or other misconduct; disciplinary and civil actions that are initiated following the completion of the investigations are appropriate and fair; and actions are taken to correct the weakness in the existing system of internal processes which allowed the perpetration of the fraud and/or misconduct and to prevent recurrence.

**INTERNAL CONTROLS AND INTERNAL AUDIT**

**Principle 12: The Board should ensure that the Management maintains a sound system of internal controls to safeguard the shareholders' investments and the company's assets.**

**Principle 13: The company should establish an internal audit function that is independent of the activities it audits.**

The AC ensures that a review of the effectiveness of the Group's material internal controls, including financial, operational and compliance controls and risk management system, is conducted annually. In this respect, the AC reviews the audit plans and the findings of the external and internal auditors and ensures that the management follows up on the auditors' recommendations raised, if any, during the audit process.

The Group has outsourced its internal audit function to a related party, PT Saratoga Investama Sedaya ("PT Saratoga"). The internal audit department from PT Saratoga includes members who have diverse experience in various industries and will be able to add value and assist the Group to maintain a sound system of internal controls to safeguard shareholders' interest. The AC is satisfied that the independence of the internal auditors is not compromised by any other material relationship with the Group.

During the financial year, the AC has reviewed the reports by the external and internal auditors as well as discussed with management and is satisfied that the Group's internal control system is adequate to provide reasonable assurance that assets are safeguarded, proper accounting records are maintained to ensure preparation of reliable financial statements and compliance with applicable internal policies, laws and regulations are adhered to.

The Board recognizes its responsibilities for the overall internal control framework but notes that no cost effective system of internal controls could provide absolute assurance against the occurrence of material errors, losses, fraud or other irregularities. Based on the reports of the external and internal auditors and the various management controls put in place, the Board, with the concurrence of the AC, is satisfied on the adequacy of the internal controls addressing financial, operational and compliance risks.

# Corporate Governance Report

### *COMMUNICATION WITH SHAREHOLDERS*

**Principle 14: Companies should engage in regular, effective and fair communication with shareholders.**

**Principle 15: Companies should encourage greater shareholder participation at AGMs, and allow shareholders the opportunity to communicate their views on various matters affecting the company.**

The Company does not practise selective disclosure. In line with continuing disclosure obligations of the Company pursuant to the Listing Rules of the SGX-ST, the Board's policy is that all shareholders should be informed on a timely basis of all major developments that impact the Group. Information will first be disseminated through SGXNET and where relevant, followed by a news release. The Company will also make announcements from time to time to update investors and shareholders on developments that are of interest to them.

The Company will maintain open communications with investors and shareholders and will strive to attend to their queries directly, whether verbal or written. The Company welcomes active participation from shareholders at its AGMs.

At the AGMs, the Chairpersons of the AC, NC, RC are usually present and available to address any queries by shareholders. The External Auditors are also present to assist the Directors in addressing any relevant queries from shareholders.

Shareholders are encouraged to attend the AGMs to ensure a high level of accountability and to be kept updated on the Group's strategies and goals. The Company will make announcement via SGXNET and advertise in local newspapers the notice of the AGMs.

The Company's Articles of Association allows a member entitled to attend and vote to appoint a proxy to attend and vote instead of the member and a proxy need not be a member of the Company.

### *DEALINGS IN SECURITIES*

The Group has adopted an internal code which prohibits the Directors and officers of the Group from dealing in the Company's shares during the period commencing two weeks and one month, as the case may be, before the announcement of the Group's quarterly and full-year financial results and ending on the date of announcement of the relevant results or if they are in possession of unpublished material price-sensitive information of the Group. In addition, Directors and officers are expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period and are discouraged from dealing in securities for short term consideration.

### *INTERESTED PERSON TRANSACTIONS*

The Company ensures that all interested person transactions comply with its internal control procedures and Chapter 9 of the Listing Manual of SGX-ST, and are carried out on an arm's length basis and will not be prejudicial to the interests of the shareholders and will be properly documented. The AC reviews all interested person transactions, to ensure that they are carried out on normal commercial basis and in accordance with the internal control procedures.

The details of interested person transactions for the financial year ended 31 December 2012 are set out below:

| Name of Interested Persons | Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than $100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) | Aggregate value of all interested person transactions conducted during the financial year under review under shareholders' mandate (excluding transactions less than $100,000) pursuant to Rule 920 |
|---|---|---|
| | US$ '000 | US$ '000 |
| Freight charter revenue from PT Adaro Indonesia | NIL | 32,007 |

# Corporate Governance Report

***RISK MANAGEMENT POLICIES AND PROCESSES***

The Company regularly reviews and improves its business and operational activities to identify areas of significant business risks as well as take appropriate measures to control and mitigate these risks. The Group also considers the various financial risks and management policies, details of which are found on pages 57 to 60 of the Annual Report.

***STATUS ON THE USE OF PROCEEDS FROM PLACEMENT OF SHARES***

As at 31 December 2012, the total net proceeds from the Company's placement of new shares completed on 24 March 2011 has been utilized as follows:-

| | **Planned Utilization (SGD' million)** | **Amount Re-allocated(1) (SGD' million)** | **Revised Amount (SGD' million)** | **Amount Utilised (SGD' million)** | **Balance (SGD' million)** |
|---|---|---|---|---|---|
| Placement | | | | | |
| Expand and diversify business | 13.3 | (5.3) | 8.0 | 8.0 | - |
| General Working Capital | 3.3 | 5.3 | 8.6 | 3.2 | 5.4 |
| **Net proceeds from the Placement** | 16.6 | - | 16.6 | 11.2 | 5.4 |

(1) On 8 February 2013, the Company made an announcement through SGXnet to re-allocate S$5.3 million for use as general working capital.

# Directors' Report

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

The directors present their report to the members together with the audited financial statements of the Group for the financial year ended 31 December 2012 and the balance sheet of the Company as at 31 December 2012.

## Directors

The directors of the Company in office at the date of this report are as follows:

Edwin Soeryadjaya
Husni Heron
Masdjan
Andreas Tjahjadi
Yap Kian Peng
Ng Yuen
Ng Soon Kai (Alternate Director for Edwin Soeryadjaya)

## Arrangements to enable directors to acquire shares or debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## Directors' interests in shares or debentures

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

| | Holdings registered in name of director | | Holdings in which director is deemed to have an interest | |
|---|---|---|---|---|
| | As at 1.1.2012 | As at 31.12.2012 | As at 1.1.2012 | As at 31.12.2012 |
| **The Company** | | | | |
| No. of ordinary shares | | | | |
| Edwin Soeryadjaya | - | - | 115,083,338 | 115,083,338 |
| Husni Heron | - | - | 3,380,357 | 3,380,357 |
| Masdjan | - | - | 36,325,195 | 36,325,195 |
| Andreas Tjahjadi | - | - | 17,491,703 | 17,491,703 |
| Ng Soon Kai | - | - | 4,225,446 | 4,225,446 |

There was no change in any of the above-mentioned interests between the end of the financial year and 21 January 2013.

By virtue of Section 7 of the Singapore Companies Act (Cap. 50), Edwin Soeryadjaya is deemed to have interest in the shares of all the subsidiaries at the end of the financial year.

## Directors' contractual benefits

Since the end of the previous financial year, no director has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member or with a company in which he has a substantial financial interest, except as disclosed in the accompanying financial statements.

## Share options

There were no options granted during the financial year to subscribe for unissued shares of the Company or its subsidiaries.

No shares have been issued during the financial year by virtue of the exercise of any option to take up unissued shares of the Company or its subsidiaries.

As at the end of the financial year, there were no unissued shares of the Company under option.

# Directors' Report

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## Audit Committee

The members of the Audit Committee (AC) at the end of the financial year were as follows:

Yap Kian Peng (Chairman)
Edwin Soeryadjaya
Ng Yuen

All members of the AC are non-executive directors, two of whom, including the chairman, are independent directors.

The AC carried out its functions in accordance with Section 201B(5) of the Companies Act and the Code of Corporate Governance. In performing those functions, the Committee reviewed:

- the scope and the results of internal audit procedures with the internal auditor;
- the audit plan of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit;
- the assistance given by the Company's management to the independent auditor; and
- the balance sheet of the Company and the consolidated financial statements of the Group for the financial year ended 31 December 2012 before their submission to the Board of Directors, as well as the independent auditor's report on the balance sheet of the Company and the consolidated financial statements of the Group.

Apart from the above, the AC shall commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on the Group's operating results and/or financial position.

Each member of the AC shall abstain from voting any resolutions in respect of matters he is interested in.

The AC has full access to and co-operation of the management and has full discretion to invite any Director or executive officer to attend its meetings, and has been given reasonable resources to enable it to discharge its functions.

During the financial year, the AC met with the management and the independent auditor on four (4) occasions. These meetings included, amongst other matters, a review of the Group's financial statements, the internal control procedures, prospects of the Group and independence of the independent auditor. The independent auditor also met with the AC members without the presence of the management. The AC reviews the independence of the independent auditor and the nature and extent of non-audit services provided by the independent auditor to the Group and is satisfied that such services will not prejudice the independence and objectivity of the independent auditor. Accordingly, the AC recommends to the Board that Nexia TS Public Accounting Corporation, Singapore be nominated for re-appointment as independent auditor at the forthcoming Annual General Meeting.

The Company has in place a whistle blowing framework for employees and other parties to report in confidence, without fear of reprisal, concerns about possible improprieties in matters of financial reporting or other matters. This policy is to assist the AC in managing allegations of fraud or other misconduct; disciplinary and civil actions that are initiated following the completion of the investigations are appropriate and fair; and actions are taken to correct the weakness in the existing system of internal processes which allowed the perpetration of the fraud and/or misconduct and to prevent recurrence.

# Directors' Report

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## Independent Auditor

The independent auditor, Nexia TS Public Accounting Corporation, has expressed its willingness to accept re-appointment.

On behalf of the directors

Husni Heron
Director

Masdjan
Director

**15 March 2013**

# Statement by Directors

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

In the opinion of the directors,

(a) the balance sheet of the Company and the consolidated financial statements of the Group as set out on pages 28 to 61 are drawn up so as to give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2012 and of the results of the business, changes in equity and cash flows of the Group for the financial year then ended; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

On behalf of the directors

Husni Heron
Director

Masdjan
Director

**15 March 2013**

# Independent Auditor's Report

TO THE MEMBERS OF SEROJA INVESTMENTS LIMITED

**Report on the Financial Statements**

We have audited the accompanying financial statements of Seroja Investments Limited (the "Company") and its subsidiaries (the "Group") set out on pages 28 to 61, which comprise the consolidated balance sheet of the Group and the balance sheet of the Company as at 31 December 2012, the consolidated statement of comprehensive income, statement of changes in equity and statement of cash flows of the Group for the year then ended, and a summary of significant accounting policies and other explanatory information.

*Management's Responsibility for the Financial Statements*

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss accounts and balance sheets and to maintain accountability of assets.

*Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Opinion*

In our opinion, the consolidated financial statements of the Group and the balance sheet of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2012, and the results, changes in equity and cash flows of the Group for the year ended on that date.

# Independent Auditor's Report

TO THE MEMBERS OF SEROJA INVESTMENTS LIMITED (CONT'D)

**Report on other Legal and Regulatory Requirements**

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiaries incorporated in Singapore of which we are the auditors, have been properly kept in accordance with the provisions of the Act.

**Nexia TS Public Accounting Corporation**
**Public Accountants and Certified Public Accountants**

**Director-in-charge: Philip Tan Jing Choon**
**Appointed from financial year ended 31 December 2011**

Singapore
15 March 2013

# Consolidated Statement of Comprehensive Income

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

| | Note | 2012 US$'000 | 2011 US$'000 |
|---|---|---|---|
| Revenue | 4 | **74,207** | 51,148 |
| Cost of services | | **(58,759)** | (39,115) |
| Gross profit | | **15,448** | 12,033 |
| Other (losses)/gains - net | 5 | **(32)** | 55 |
| Expenses | | | |
| - Administrative | | **(4,165)** | (3,995) |
| - Finance | 8 | **(3,594)** | (4,381) |
| Share of profit of associated companies | 17 | **815** | 565 |
| Profit before income tax | | **8,472** | 4,277 |
| Income tax expense | 9 | **(697)** | (509) |
| **Net profit** | | **7,775** | 3,768 |
| **Other comprehensive income:** | | | |
| Currency translation gain | | **-** | 3 |
| **Total comprehensive income** | | **7,775** | 3,771 |
| **Net profit attributable to:** | | | |
| Equity holders of the Company | | **3,880** | 3,015 |
| Non-controlling interests | | **3,895** | 753 |
| | | **7,775** | 3,768 |
| **Total comprehensive income attributable to:** | | | |
| Equity holders of the Company | | **3,880** | 3,018 |
| Non-controlling interests | | **3,895** | 753 |
| | | **7,775** | 3,771 |
| **Earnings per share (US cent)** | | | |
| - Basic and diluted | 10 | **0.99** | 0.80 |

*The accompanying notes form an integral part of these financial statements.*

# Balance Sheets

AS AT 31 DECEMBER 2012

| | | The Group | | Company | |
|---|---|---|---|---|---|
| | | **2012** | 2011 | **2012** | 2011 |
| | **Note** | **US$'000** | US$'000 | **US$'000** | US$'000 |
| **ASSETS** | | | | | |
| **Current Assets** | | | | | |
| Cash and cash equivalents | 11 | **10,451** | 13,090 | **3,645** | 7,973 |
| Trade and other receivables | 12 | **15,766** | 10,661 | **26,395** | 23,172 |
| Inventories | 13 | **1,178** | 1,140 | **-** | - |
| Other current assets | 14 | **801** | 1,070 | **48** | 77 |
| | | **28,196** | 25,961 | **30,088** | 31,222 |
| **Non-current Assets** | | | | | |
| Investments in subsidiaries | 15 | **-** | - | **22,138** | 22,138 |
| Investments in associated companies | 17 | **3,626** | 2,770 | **-** | - |
| Property, plant and equipment | 18 | **141,539** | 143,482 | **224** | 285 |
| | | **145,165** | 146,252 | **22,362** | 22,423 |
| **Total Assets** | | **173,361** | 172,213 | **52,450** | 53,645 |
| **LIABILITIES** | | | | | |
| **Current Liabilities** | | | | | |
| Trade and other payables | 19 | **14,756** | 4,954 | **347** | 303 |
| Borrowings | 20 | **15,271** | 12,200 | **-** | - |
| Finance lease liabilities | 21 | **2,839** | 2,940 | **-** | - |
| | | **32,866** | 20,094 | **347** | 303 |
| **Non-current Liabilities** | | | | | |
| Borrowings | 20 | **56,155** | 73,000 | **-** | - |
| Finance lease liabilities | 21 | **7,884** | 10,471 | **-** | - |
| Deferred income tax liabilities | 22 | **400** | 445 | **-** | - |
| Provision for post employment benefits | | **220** | 142 | **-** | - |
| | | **64,659** | 84,058 | **-** | - |
| **Total Liabilities** | | **97,525** | 104,152 | **347** | 303 |
| **NET ASSETS** | | **75,836** | 68,061 | **52,103** | 53,342 |
| **EQUITY** | | | | | |
| **Capital and reserves attributable to equity holders of the Company** | | | | | |
| Share capital | 23 | **31,801** | 31,801 | **56,951** | 56,951 |
| Currency translation reserve | | **3** | 3 | **-** | - |
| Retained earnings/(accumulated losses) | | **21,144** | 17,264 | **(4,848)** | (3,609) |
| | | **52,948** | 49,068 | **52,103** | 53,342 |
| Non-controlling interests | | **22,888** | 18,993 | **-** | - |
| **Total equity** | | **75,836** | 68,061 | **52,103** | 53,342 |

*The accompanying notes form an integral part of these financial statements.*

# Consolidated Statement of Changes in Equity

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

| | | Attributable to equity holders of the Company | | | | | |
|---|---|---|---|---|---|---|---|
| | | Share capital | Currency translation reserve* | Retained earnings** | Total | Non-controlling interests | Total equity |
| | Note | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 |
| **2012** | | | | | | | |
| As at 1 January 2012 | | 31,801 | 3 | 17,264 | **49,068** | 18,993 | **68,061** |
| Total comprehensive income for the year | | - | - | 3,880 | **3,880** | 3,895 | **7,775** |
| As at 31 December 2012 | | **31,801** | **3** | **21,144** | **52,948** | **22,888** | **75,836** |
| **2011** | | | | | | | |
| As at 1 January 2011 | | 18,642 | - | 14,249 | **32,891** | 12,738 | **45,629** |
| Total comprehensive income for the year | | - | 3 | 3,015 | **3,018** | 753 | **3,771** |
| Issuance of shares | 23 | 13,393 | - | - | **13,393** | - | **13,393** |
| Share issue expenses | 23 | (234) | - | - | **(234)** | - | **(234)** |
| Capital injection by non-controlling interests in a subsidiary | | - | - | - | - | 5,502 | **5,502** |
| As at 31 December 2011 | | **31,801** | **3** | **17,264** | **49,068** | **18,993** | **68,061** |

* Currency translation reserve is non-distributable.

** Retained earnings are distributable except for accumulated retained earnings of associated companies amounting to US$1,380,000 (2011: US$565,000).

*The accompanying notes form an integral part of these financial statements.*

# Consolidated Cash Flow Statement

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

| | Note | 2012 US$'000 | 2011 US$'000 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Profit before income tax | | **8,472** | 4,277 |
| Adjustments for: | | | |
| - Depreciation of property, plant and equipment | 18 | **11,968** | 10,371 |
| - Interest expense | 8 | **3,594** | 4,381 |
| - Interest income | 5 | **(18)** | (21) |
| - Share of profit of associated companies | 17 | **(815)** | (565) |
| - Property, plant and equipment written off | 5 | **-** | 27 |
| - Unrealised currency translation loss | | **-** | 3 |
| | | **23,201** | 18,473 |
| Changes in working capital: | | | |
| - Trade and other receivables | | **(5,104)** | (4,245) |
| - Inventories | | **(38)** | (534) |
| - Other current assets | | **269** | 222 |
| - Trade and other payables | | **9,869** | 191 |
| - Provision for post employment benefits | | **78** | - |
| Cash generated from operating activities | | **28,275** | 14,107 |
| Income tax paid | | **(742)** | (554) |
| Interest received | | **18** | 21 |
| **Net cash provided by operating activities** | | **27,551** | 13,574 |
| **Cash flows from investing activities** | | | |
| Investments in associated companies | 17 | **(41)** | (2,205) |
| Purchase of property, plant and equipment | | **(10,025)** | (26,395) |
| **Net cash used in investing activities** | | **(10,066)** | (28,600) |
| **Cash flows from financing activities** | | | |
| Proceeds from issue of shares – net | | **-** | 13,159 |
| Capital injection from non-controlling interests | | **-** | 5,502 |
| Proceeds from borrowings | | **4,850** | 91,550 |
| Repayment of borrowings | | **(18,624)** | (77,496) |
| Repayment of finance lease | | **(2,759)** | (504) |
| Interest paid | | **(3,591)** | (5,147) |
| **Net cash (used in)/provided by financing activities** | | **(20,124)** | 27,064 |
| **Net (decrease)/increase in cash and cash equivalents** | | **(2,639)** | 12,038 |
| Cash and cash equivalents at beginning of financial year | | **13,090** | 1,052 |
| **Cash and cash equivalents at end of financial year** | 11 | **10,451** | 13,090 |

*The accompanying notes form an integral part of these financial statements.*

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

The consolidated financial statements of the Group for the financial year ended 31 December 2012 were authorised for issue in accordance with resolution of the directors on 15 March 2013.

## 1 General information

The Company is a public limited liability company incorporated and domiciled in Singapore and is listed on the Mainboard of SGX-ST. The address of the Company's registered office is 96 Robinson Road, #15-01/02, SIF Building, Singapore 068899 and its principal place of business is 15 Scotts Road, #08-05, Thong Teck Building, Singapore 228218.

The principal activities of the Company are those relating to investment holding. The principal activities of the subsidiaries are set out in Note 15 to the financial statements.

## 2 Significant accounting policies

### 2.1 *Basis of preparation*

These financial statements have been prepared in accordance with Singapore Financial Reporting Standards ("FRS"). The financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with FRS requires management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. There are no areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements.

The financial statements are expressed in thousands of US dollar except for earnings per share.

***Interpretations and amendments to published standards effective in 2012***

On 1 January 2012, the Group adopted the new or amended FRS and Interpretations to FRS ("INT FRS") that are mandatory for application from that date. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS and INT FRS.

The adoption of these new or amended FRS and INT FRS did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts reported for the current or prior financial years.

### *2.2 Group accounting*

*(a) Subsidiaries*

*(i) Consolidation*

Subsidiaries are entities over which the Group has power to govern the financial and operating policies so as to obtain benefits from its activities, generally accompanied by a shareholding giving rise to a majority of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date on which control ceases.

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated but are considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests are that part of the net results of operations and of net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and balance sheet. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

**2 Significant accounting policies** (continued)

***2.2 Group accounting*** *(continued)*

*(a) Subsidiaries (continued)*

*(ii) Acquisition of business*

The acquisition method of accounting is used to account for business combinations by the Group.

The consideration transferred for the acquisition of a subsidiary comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the cost of an acquisition over the fair value of the Group's share of the identifiable net assets of the acquired subsidiary is recorded as goodwill. If the cost of an acquisition is less than the fair value of the Group's share of the identifiable net assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

*(iii) Disposals of subsidiaries*

When a change in the Company's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific Standard.

Any retained interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained investment at the date when control is lost and its fair value is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiaries and associated companies" for the accounting policy on investments in subsidiaries in the separate financial statements of the Company.

*(iv) Reverse acquisition*

Consolidated financial statements prepared following a reverse acquisition are issued under the name of the legal parent (accounting acquiree) but described in the notes as a continuation of the financial statements of the legal subsidiary (accounting acquirer), with one adjustment, which is to adjust retroactively the accounting acquirer's legal capital to reflect the legal capital of the accounting acquiree.

Because the consolidated financial statements represent the continuation of the financial statement of the legal subsidiary except for its capital structure, the consolidated financial statements reflect:

- the assets and liabilities of the legal subsidiary (the accounting acquirer) recognised and measured at their pre-combination carrying amounts.
- the assets and liabilities of the legal parent (the accounting acquiree) are recognised at fair value and measured in accordance with FRS 103.
- the retained earnings and other equity balances of the legal subsidiary (accounting acquirer) before the business combination.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

**2 Significant accounting policies** (continued)

***2.2 Group accounting*** *(continued)*

*(a) Subsidiaries (continued)*

*(iv) Reverse acquisition (continued)*

- the amount recognised as issued equity interests in the consolidated financial statements is determined by adding the issued equity interest of the legal subsidiary (the accounting acquirer) outstanding immediately before the business combination to cost of reverse acquisition determined in accordance with FRS 103. However, the equity structure reflects the equity structure of the legal parent (the accounting acquiree), including the equity interests the legal parent issued to effect the combination.

*(b) Transactions with non-controlling interests*

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of the Group. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised in a separate reserve within equity attributable to the equity holders of the Company.

*(c) Joint ventures*

The Group's joint ventures are entities over which the Group has contractual arrangements to jointly share the control over the economic activity of the entities with one or more parties. The Group's interest in joint ventures is accounted for in the consolidated financial statements using proportionate consolidation.

Proportionate consolidation involves combining the Group's share of the joint ventures' income and expenses, assets and liabilities and cash flows of the jointly-controlled entities on a line-by-line basis with similar items in the Group's financial statements.

When the Group sells assets to a joint venture, the Group recognises only the portion of gains or losses on the sale of assets that is attributable to the interest of the other venturers. The Group recognises the full amount of any loss when the sale provides evidence of a reduction in the net realisable value of current assets or an impairment loss.

When the Group purchases assets from a joint venture, it does not recognise its share of the profits of the joint ventures arising from the Group's purchase of assets until it resells the assets to an independent party. However, a loss on the transaction is recognised immediately if the loss provides evidence of a reduction in the net realisable value of current assets or an impairment loss.

The accounting policies of joint ventures have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

*(d) Associated companies*

Associated companies are entities over which the Group has significant influence, but not control, generally accompanied by a shareholding giving rise to voting rights of 20% and above but not exceeding 50%. Investments in associated companies are accounted for in the consolidated financial statements using the equity method of accounting less impairment losses, if any.

Investments in associated companies are initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Goodwill on associated companies represents the excess of the cost of acquisition of the associate over the Group's share of the fair value of the identifiable net assets of the associate and is included in the carrying amount of the investments.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

**2 Significant accounting policies** (continued)

***2.2 Group accounting*** *(continued)*

*(d) Associated companies (continued)*

In applying the equity method accounting, the Group's share of its associated companies post-acquisition profits or losses are recognised in profit or loss and its share of post-acquisition other comprehensive income is recognised in other comprehensive income. These post-acquisition movements and distributions received from the associated companies are adjusted against the carrying amount of the investment. When the Group's share of losses in an associated company equals or exceeds its interest in the associated company, including any other unsecured non-current receivables, the Group does not recognise further losses, unless it has obligations or has made payments on behalf of the associated company.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. The accounting policies of associated companies have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

Gains and losses arising from partial disposals or dilutions in investments in associated companies are recognised in profit or loss.

Investments in associated companies are derecognised when the Group loses significant influence. Any retained interest in the entity is remeasured at its fair value. The difference between the carrying amount of the retained investment at the date when significant influence is lost and its fair value is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiaries and associated companies" for the accounting policy on investments in associated companies in the separate financial statements of the Company.

***2.3 Revenue recognition***

Revenue comprises the fair value of the consideration received or receivable for rendering services in the ordinary course of the Group's activities. Revenue is presented, net of value-added tax, rebates and discounts. Revenue is recognised as follows:

Rendering of services

Revenue from freight charter hire of barges and tugboats is recognised when the services are rendered.

Revenue from time charter is recognised based on a time apportionment basis.

***2.4 Property, plant and equipment***

Measurement

Property, plant and equipment are recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Costs incurred on drydocking of vessels are capitalised and depreciated over the period to the next drydocking date.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

**2 Significant accounting policies** (continued)

***2.4 Property, plant and equipment*** *(continued)*

Depreciation

Depreciation is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives. The estimated useful lives are as follows:

| | | Useful lives |
|---|---|---|
| Vessels | - | 10 - 30 years |
| Drydocking | - | 2 ½ years |
| Buildings | - | 20 years |
| Machinery and equipment | - | 4 years |
| Motor vehicles | - | 4 - 5 years |
| Office equipment | - | 3 - 4 years |
| Furniture and fittings | - | 3 - 10 years |

No depreciation is provided on land and construction-in-progress.

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each balance sheet date. The effects of any revision are recognised in profit or loss when the changes arise.

Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

Disposal

On disposal of an item of property, plant and equipment, the difference between the net disposal proceeds and its carrying amount is recognised in profit or loss.

***2.5 Intangible assets***

*Goodwill on acquisitions*

Goodwill on acquisitions of subsidiaries and businesses on or after 1 January 2010 represents the excess of (i) the sum of consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired.

Goodwill on acquisition of subsidiaries and businesses prior to 1 January 2010 and on acquisition of joint ventures and associated companies represents the excess of the cost of the acquisition over the fair value of the Group's share of the identifiable net assets acquired.

Goodwill on subsidiaries and joint ventures is recognized separately as intangible assets and carried at cost less accumulated impairment losses.

Goodwill on associated companies is included in the carrying amount of the investments.

***2.6 Investments in subsidiaries and associated companies***

Investments in subsidiaries and associated companies are carried at cost less accumulated impairment losses in the Company's balance sheet. On disposal of investments in subsidiaries and associated companies, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

**2 Significant accounting policies** (continued)

***2.7 Impairment of non-financial assets***

*Property, plant and equipment*

*Investment in subsidiaries, associated companies and joint ventures*

Property, plant and equipment and investments in subsidiaries, associated companies and joint ventures are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing of the assets, recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash-generating unit (CGU) to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An impairment loss for an asset is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of accumulated depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset is recognised in profit or loss.

***2.8 Financial assets***

(a) Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity, and available-for-sale. The classification depends on the nature of the asset and the purpose for which the assets were acquired. Management determines the classification of its financial assets at initial recognition. There are no financial assets other than loans and receivables.

*Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the balance sheet date which are presented as non-current assets. Loans and receivables are presented as "trade and other receivables" and "cash and cash equivalents" on the balance sheet.

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date - the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. On disposal of a financial asset, the difference between the carrying amount and the sale proceeds is recognised in profit or loss.

(c) Measurement

Financial assets are initially recognised at fair value plus transaction costs. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

(d) Impairment

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired and recognises an allowance for impairment when such evidence exists.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

**2 Significant accounting policies** (continued)

***2.8 Financial assets*** *(continued)*

(d) Impairment *(continued)*

*Loans and receivables*

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy, and default or significant delay in payments are objective evidence that these financial assets are impaired.

The carrying amount of these assets is reduced through the use of an impairment allowance account which is calculated as the difference between the carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. When the asset becomes uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are recognised against the same line item in profit or loss.

The impairment allowance is reduced through profit or loss in a subsequent period when the amount of impairment loss decreases and the related decrease can be objectively measured. The carrying amount of the asset previously impaired is increased to the extent that the new carrying amount does not exceed the amortised cost had no impairment been recognised in prior periods.

(e) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

***2.9 Inventories***

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the weighted average method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

***2.10 Borrowings***

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the balance sheet date.

***2.11 Trade and other payables***

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non- current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost, using the effective interest method.

***2.12 Fair value estimation***

The carrying amounts of current financial assets and liabilities, carried at amortised cost, are assumed to approximate their fair values.

The fair values of financial liabilities carried at amortised cost are estimated by discounting the future contractual cash flows at the current market interest that are available to the Group for similar financial liabilities.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

**2 Significant accounting policies** (continued)

### *2.13 Leases*

*(i) Lessee - Finance leases*

Leases where the Group assumes substantially all risks and rewards incidental to ownership of the leased assets are classified as finance leases.

The leased assets and the corresponding lease liabilities (net of finance charges) under finance leases are recognised on the balance sheet as property, plant and equipment and borrowings respectively, at the inception of the leases based on the lower of the fair value of the leased assets and the present value of the minimum lease payments.

Each lease payment is apportioned between the finance expense and the reduction of the outstanding lease liability. The finance expense is recognised in profit or loss on a basis that reflects a constant periodic rate of interest on the finance lease liability.

*(ii) Lessee - Operating leases*

Leases of office premises where substantially all risks and rewards incidental to ownership are retained by the lessors are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessors) are recognised in profit or loss on a straight-line basis over the period of the lease.

### *2.14 Income taxes*

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences, except where the Company is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date; and

(ii) based on the tax consequence that will follow from the manner in which the Company expects, at the balance sheet date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that tax arises from a transaction which is recognised directly in equity.

### *2.15 Provisions for other liabilities and charges*

Provisions for other liabilities and charges are recognised when the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

**2 Significant accounting policies** (continued)

***2.16 Employee compensation***

(i) Defined benefit plans

Defined benefit plans are post-employment benefit plans which are unfunded, are estimated using actuarial calculations based on the report prepared by an independent firm of actuaries. Actuarial gains or losses are recognised in profit or loss when the net cumulative unrecognised actuarial gains and losses at the end of the previous reporting period exceed 10% of the defined benefit obligation at that date. Such gains or losses in excess of the 10% corridor are amortised on a straight-line method over the expected average remaining service years of the covered employees.

The cost of providing post-employment benefits is determined using the Project Unit Credit Method. Past service cost is recognised as an expense on a straight-line basis over the average period until the benefit becomes vested. To the extent that the benefit is already vested immediately following the introduction of, or changes to, the employee benefit program, the Group recognised the past service cost immediately.

The related estimated liability for employee benefits is the aggregate of the present value of the defined benefit obligation at the balance sheet date and actuarial gains and losses not recognised, less past service cost.

The Group provides defined post-employment benefits to its employees in accordance with Indonesia Labor Law No. 13/2003.

(ii) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

(iii) Employee leave entitlement

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liabilities for annual leave as a result of services rendered by employees to balance sheet date.

***2.17 Currency translation***

(a) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in the United States Dollar, which is the functional currency of the Company.

(b) Transactions and balances

Foreign exchange gains and losses that relate to borrowings are presented in the income statement within "finance cost". All other foreign exchange gains and losses impacting profit or loss are presented in the income statement within " Other (losses)/gains – net".

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

(c) Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) Assets and liabilities are translated at the closing exchange rates at the reporting date;

(ii) Income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

**2 Significant accounting policies** (continued)

***2.17 Currency translation*** *(continued)*

(c) Translation of Group entities' financial statements (continued)

(iii) All resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rates at the reporting date.

***2.18 Share capital***

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new equity instruments, other than for the acquisition of businesses, are taken to equity as a deduction, net of tax, from the proceeds.

**3 Critical accounting estimates, assumptions and judgements**

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

*Useful lives and residual value of vessels*

The cost of vessels is depreciated using the straight-line basis to write-off the cost of the assets less estimated residual value over their estimated useful lives. Management estimates the useful lives of these vessels to be 10-30 years with estimated residual value of 0% to 10%. These are common life expectancies and residual values applied in the shipping industry. Changes in the expected level of usage and technological developments could impact on the economic useful life of these vessels. Therefore future depreciation charges could be revised. Depreciation of vessels of the financial year ended 31 December 2012 amounted to US$10,272,000 (2011: US$8,898,000).

If the estimated useful lives of the vessels were to increase or decrease by 10%, the depreciation expense on the vessels for the financial year ended 31 December 2012 would be lower by about US$1,104,000 (2011: US$1,093,000) or higher by about US$934,000 (2011: US$641,000) respectively.

*Income tax*

The Group is subject to income tax in several jurisdictions and significant judgement is required in determining the provision for tax. There are transactions and calculation for which the ultimate tax determination is uncertain. The Group recognises provisions for tax based on estimates of the taxes that are likely to become due. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the current income tax in the period in which such determination is made.

**4 Revenue**

| | **Group** | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Freight charter | **56,313** | 37,902 |
| Time charter | **17,894** | 13,246 |
| | **74,207** | 51,148 |

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## 5 Other (losses)/gains - net

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Interest income | **18** | 21 |
| Net foreign exchange (loss)/gain | **(50)** | 61 |
| Property, plant and equipment written off | **-** | (27) |
| | **(32)** | 55 |

## 6 Expenses by nature

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Audit fees paid/payables to: | | |
| - auditors of the Company | **90** | 98 |
| - other auditor | **3** | 2 |
| Non-audit fees paid to auditors of the Company | **3** | 2 |
| Depreciation (Note 18) | **11,968** | 10,371 |
| Directors' fees | **232** | 259 |
| Entertainment | **626** | 602 |
| Employee compensation (Note 7) | **3,030** | 2,595 |
| Insurance | **1,321** | 1,590 |
| Port and agency fees | **2,161** | 1,688 |
| Professional fees | **516** | 638 |
| Purchases of fuel | **22,952** | 16,337 |
| Spare parts and supplies | **4,087** | 3,100 |
| Vessel charter | **3,713** | 2,076 |
| Vessel/crew costs | **1,616** | 1,166 |
| Vessel maintenance/management | **9,259** | 1,626 |
| Changes in inventories | **(38)** | (534) |
| Other | **1,386** | 1,494 |
| | **62,925** | 43,110 |

## 7 Employee compensation

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Salaries and wages | **2,931** | 2,583 |
| Pension benefits | **78** | - |
| Employer's contributions to Central Provident Fund (CPF) | **21** | 12 |
| | **3,030** | 2,595 |

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## 8 Finance expense

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Interest expense | | |
| - term bank loans | **3,524** | 4,379 |
| - finance lease | **70** | 2 |
| | **3,594** | 4,381 |

## 9 Income tax

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Tax expense/(benefit) attributable to profit is made up of: | | |
| Current income tax - Indonesia | **742** | 554 |
| Deferred income tax (Note 22) | **(45)** | (45) |
| | **697** | 509 |

The tax expense on the profit differs from the amount that would arise using the tax calculated at domestic rates of income tax as explained below:

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Profit before income tax | **8,472** | 4,277 |
| Share of profit of associated companies, net of tax | **(815)** | (565) |
| Profit before tax and share of profit of associated companies | **7,657** | 3,712 |
| Tax calculated at domestic rates applicable to profits in the respective countries | **(128)** | (33) |
| Effects of : | | |
| - Expenses not deductible for tax purposes | **654** | 510 |
| - Deferred tax assets not recognised | **216** | 77 |
| | **742** | 554 |

The above reconciliation is prepared by aggregating separate reconciliation for each national jurisdiction.

Current income tax expense of Indonesia subsidiaries is calculated at 1.2% of the subsidiaries' local fee transport services in accordance with the Decree of the Minister of Finance of Republic of Indonesia No.416/KMK.04/1996 dated 14 June 1996 and Circular Letter of Directorate General of Taxation No.SE-32/PJ.4/1996 dated 16 August 1996.

The Singapore tax rate was 17% for the financial years 2012 and 2011.

The joint ventures are exempted from income tax in their respective countries of incorporation and therefore no income tax has been provided on the joint ventures' profit.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## 10 Earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

For the purpose of calculating diluted earnings per share, profit attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential ordinary shares. There were no dilutive potential ordinary shares outstanding during the year and therefore basic and dilutive earnings per share are the same.

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| Net profit attributable to equity holders of the Company (US$'000) | **3,880** | 3,015 |
| Average number of shares ('000) | **390,388** | 375,785 |
| Basic and diluted earnings per share (US cent) | **0.99** | 0.80 |

## 11 Cash and cash equivalents

| | Group | | Company | |
|---|---|---|---|---|
| | **2012** | 2011 | **2012** | 2011 |
| | **US$'000** | US$'000 | **US$'000** | US$'000 |
| Cash at bank and on hand | **10,451** | 13,090 | **3,645** | 7,973 |

## 12 Trade and other receivables

| | Group | | Company | |
|---|---|---|---|---|
| | **2012** | 2011 | **2012** | 2011 |
| | **US$'000** | US$'000 | **US$'000** | US$'000 |
| Trade receivables | | | | |
| - non-related parties | **2,721** | 2,590 | **-** | - |
| - related parties | **10,167** | 6,560 | **-** | - |
| - joint ventures | **2,861** | 1,474 | **-** | - |
| | **15,749** | 10,624 | **-** | - |
| Due from subsidiaries (non-trade) | **-** | - | **11,055** | 9,822 |
| Due from joint ventures (non-trade) | **-** | - | **15,340** | 13,350 |
| Advances to staff | **17** | 37 | **-** | - |
| | **15,766** | 10,661 | **26,395** | 23,172 |

Non-trade amounts due from related parties, subsidiaries and joint ventures are unsecured, interest-free and are repayable on demand.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## 13 Inventories

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Fuel | **560** | 856 |
| Consumables | **618** | 284 |
| | **1,178** | 1,140 |

The cost of inventories recognised as an expense and included in "cost of services" amounted to US$22,821,000 (2011: US$17,835,000).

## 14 Other current assets

| | Group | | Company | |
|---|---|---|---|---|
| | **2012** | 2011 | **2012** | 2011 |
| | **US$'000** | US$'000 | **US$'000** | US$'000 |
| Prepayments | **796** | 1,047 | **43** | 54 |
| Deposits | **5** | 23 | **5** | 23 |
| | **801** | 1,070 | **48** | 77 |

## 15 Investments in subsidiaries

| | Company | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Equity investments at cost | **22,138** | 22,138 |

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

**15 Investments in subsidiaries** (continued)

The following are the significant subsidiaries of the Group:-

| Name of subsidiaries | Principal activities | Country of incorporation | Effective Equity Holding 2012 | Effective Equity Holding 2011 |
|---|---|---|---|---|
| Held by the Company | | | | |
| Trans LK Marine Ltd [1] | Investment Holding | Singapore | 100% | 100% |
| Trellis Group Holdings Ltd [1] | Investment Holding | British Virgin Islands | 100% | 100% |
| Seroja Shipping Services Pte Ltd[1] | Investment Holding | Singapore | 100% | 100% |
| Held by Trans LK Marine Ltd | | | | |
| PT Pulau Seroja Jaya [2] | Provision of marine transportation of drybulk freight | Indonesia | 48% | 48% |
| Held by PT Pulau Seroja Jaya | | | | |
| PT Pulau Seroja Jaya Pratama [2] | Provision of marine transportation of drybulk freight | Indonesia | 47.9% | 47.9% |
| Held by PT Pulau Seroja Jaya Pratama | | | | |
| PT Bintang Pertama Lines [2] | Provision of marine transportation of drybulk freight | Indonesia | 47.8% | 47.8% |

(1) Audited by Nexia TS Public Accounting Corporation, Singapore, a member firm of Nexia International.

(2) Regarded as subsidiaries on the basis that the Group has power to govern their financial and operating policies. Audited by KAP Kanaka Puradiredja Suhartono, Indonesia, a member firm of Nexia International.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## 16 Investments in joint ventures

The following entities are deemed to be a joint venture of the Group as the appointment of its directors and the allocation of voting rights for key business decisions require the unanimous approval of its venturers.

| Name of entities | Principal activities | Country of incorporation | Effective Equity Holding 2012 | Effective Equity Holding 2011 |
|---|---|---|---|---|
| Held by Trellis Group Holding Ltd | | | | |
| Seroja-Zhushui Shipping Ltd [1] | Provision of marine transportation of drybulk freight | British Virgin Islands | 50% | 50% |
| Seroja-Zhushui 3 Shipping Ltd [1] | Provision of marine transportation of drybulk freight | British Virgin Islands | 50% | 50% |
| Seroja-Zhushui 4 Shipping Ltd [1] | Provision of marine transportation of drybulk freight | British Virgin Islands | 50% | 50% |
| Held by Trans LK Marine Ltd | | | | |
| LD Maritime-Seroja Pte Ltd [2] [4] | Provision of marine transportation of drybulk freight | Singapore | 50% | 50% |
| Held by PT Pulau Seroja Jaya Pratama | | | | |
| PT Seroja-LD Maritim [3] | Provision of marine transportation of drybulk freight | Indonesia | 51% | 51% |

(1) Audited by Nexia TS Public Accounting Corporation, Singapore, a member firm of Nexia International for consolidation purpose.

(2) Audited by Deloitte & Touche LLP, Singapore.

(3) Audited by KAP Kanaka Puradiredja Suhartono, Indonesia, a member firm of Nexia International.

(4) In accordance to Rule 716 of The Singapore Exchange Securities Trading Limited - Listing Rules, the Audit Committee and Board of Directors of the Company confirmed that they are satisfied that the appointment of different auditors for its joint venture would not compromise the standard and effectiveness of the audit of the Group. This joint venture is dormant and is not a significant component of the Group.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

**16 Investments in joint ventures** (continued)

The following amounts represent the Group's share of the assets and liabilities and income and expenses of the joint ventures which are included in the consolidated balance sheet and consolidated statement of comprehensive income using the line-by-line format of proportionate consolidation.

| | **2012** | 2011 |
|---|---|---|
| | **US$'000** | US$'000 |
| Assets | | |
| Current assets | **5,208** | 3,672 |
| Non-current assets | **41,132** | 35,841 |
| | **46,340** | 39,513 |
| Liabilities | | |
| Current liabilities | **20,435** | 14,714 |
| Non-current liabilities | **14,755** | 19,800 |
| | **35,190** | 34,514 |
| Net Assets | **11,150** | 4,999 |
| Revenue | **13,002** | 5,593 |
| Cost of sales | **(5,804)** | (2,801) |
| Expenses | **(972)** | (31) |
| Profit before income tax | **6,226** | 2,761 |
| Income tax | **-** | - |
| Net profit | **6,226** | 2,761 |
| Capital commitments in relation to interest in joint ventures | **-** | 13,240 |
| Proportionate interests in joint ventures' capital commitments | **-** | 6,620 |

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## 17 Investments in associated companies

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Balance at 1 January | **2,770** | - |
| Acquisition of associated companies | **-** | 2,205 |
| Additional investment in an associated company | **41** | - |
| Share of profits | **815** | 565 |
| Balance at 31 December | **3,626** | 2,770 |

The summarised financial information of associated companies, not adjusted for the proportion ownership interest held by the Group, is as follows:

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Assets | **29,026** | 31,246 |
| Liabilities | **17,038** | 22,011 |
| Revenue | **7,365** | 6,881 |
| Net profit | **2,716** | 1,883 |

The following are the significant associated companies of the Group:

| **Name of entities** | **Principal activities** | **Country of incorporation** | **Effective Equity Holding** | |
|---|---|---|---|---|
| | | | **2012** | 2011 |
| Held by Seroja Shipping Services Pte Ltd | | | | |
| PT. Pelayaran Antarbuwana Pertala [(1)] | Provision of marine transportation | Indonesia | 30% | 30% |
| PT. Sinar Mentari Prima [(1)] | Provision of marine transportation | Indonesia | 30% | 30% |

(1) Audited by Tanubrata Sutanto Fahmi & Rekan, Indonesia, a member firm of BDO International Limited.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## 18 Property, plant and equipment

| | Vessels | Drydocking | Land | Buildings | Machinery and Equipment | Motor Vehicles | Office Equipment | Furniture and Fittings | Construction In-Progress | Total |
|---|---|---|---|---|---|---|---|---|---|---|
| | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 |
| Group | | | | | | | | | | |
| **2012** | | | | | | | | | | |
| *Cost* | | | | | | | | | | |
| Beginning of financial year | 139,944 | 3,330 | 79 | 383 | 1,265 | 874 | 84 | 7 | 27,716 | 173,682 |
| Additions | 7,259 | 2,536 | - | 174 | - | 42 | 14 | - | - | 10,025 |
| Transfer | 27,716 | - | - | - | - | - | - | - | (27,716) | - |
| Disposal | - | - | - | - | - | - | - | - | - | - |
| End of financial year | 174,919 | 5,866 | 79 | 557 | 1,265 | 916 | 98 | 7 | - | 183,707 |
| *Accumulated Depreciation* | | | | | | | | | | |
| Beginning of financial year | 27,220 | 1,765 | - | 78 | 602 | 472 | 61 | 2 | - | 30,200 |
| Depreciation charge | 10,272 | 1,226 | - | 20 | 295 | 143 | 11 | 1 | - | 11,968 |
| Disposal | - | - | - | - | - | - | - | - | - | - |
| End of financial year | 37,492 | 2,991 | - | 98 | 897 | 615 | 72 | 3 | - | 42,168 |
| ***Net Book Value*** | | | | | | | | | | |
| ***End of financial year*** | **137,427** | **2,875** | **79** | **459** | **368** | **301** | **26** | **4** | **-** | **141,539** |

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## 18 Property, plant and equipment (continued)

| | Vessels | Drydocking | Land | Buildings | Machinery and Equipment | Motor Vehicles | Office Equipment | Furniture and Fittings | Construction In-Progress | Total |
|---|---|---|---|---|---|---|---|---|---|---|
| | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 |
| Group | | | | | | | | | | |
| **2011** | | | | | | | | | | |
| *Cost* | | | | | | | | | | |
| Beginning of financial year | 125,844 | 2,159 | 79 | 381 | 953 | 580 | 75 | 41 | 3,310 | 133,422 |
| Additions | 14,100 | 1,171 | - | 2 | 312 | 294 | 9 | 17 | 24,406 | 40,311 |
| Disposal | - | - | - | - | - | - | - | (51) | - | (51) |
| End of financial year | 139,944 | 3,330 | 79 | 383 | 1,265 | 874 | 84 | 7 | 27,716 | 173,682 |
| *Accumulated Depreciation* | | | | | | | | | | |
| Beginning of financial year | 18,322 | 759 | - | 59 | 332 | 320 | 45 | 16 | - | 19,853 |
| Depreciation charge | 8,898 | 1,006 | - | 19 | 270 | 152 | 16 | 10 | - | 10,371 |
| Disposal | - | - | - | - | - | - | - | (24) | - | (24) |
| End of financial year | 27,220 | 1,765 | - | 78 | 602 | 472 | 61 | 2 | - | 30,200 |
| ***Net Book Value*** | | | | | | | | | | |
| ***End of financial year*** | **112,724** | **1,565** | **79** | **305** | **663** | **402** | **23** | **5** | **27,716** | **143,482** |

Vessels with carrying amounts of US$100,169,900 (2011: US$94,879,000) were pledged as security for bank borrowings (Note 20).

Vessels with acquisition cost of NIL (2011: US$13,915,000) were purchased through finance lease.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## 18 Property, plant and equipment (continued)

| | Office Equipment | Furniture and Fittings | Motor Vehicle | Total |
|---|---|---|---|---|
| | US$'000 | US$'000 | US$'000 | US$'000 |
| Company | | | | |
| **2012** | | | | |
| *Cost* | | | | |
| Beginning and end of financial year | 9 | 7 | 293 | 309 |
| *Accumulated Depreciation* | | | | |
| Beginning of financial year | 7 | 2 | 15 | 24 |
| Depreciation charge | 2 | 1 | 58 | 61 |
| Disposal | - | - | - | - |
| End of financial year | 9 | 3 | 73 | 85 |
| ***Net Book Value*** | | | | |
| ***End of financial year*** | **-** | **4** | **220** | **224** |
| **2011** | | | | |
| *Cost* | | | | |
| Beginning of financial year | 9 | 41 | - | 50 |
| Additions | - | 17 | 293 | 310 |
| Disposal | - | (51) | - | (51) |
| End of financial year | 9 | 7 | 293 | 309 |
| *Accumulated Depreciation* | | | | |
| Beginning of financial year | 4 | 16 | - | 20 |
| Depreciation charge | 3 | 10 | 15 | 28 |
| Disposal | - | (24) | - | (24) |
| End of financial year | 7 | 2 | 15 | 24 |
| ***Net Book Value*** | | | | |
| ***End of financial year*** | **2** | **5** | **278** | **285** |

## 19 Trade and other payables

| | Group | | Company | |
|---|---|---|---|---|
| | **2012** | 2011 | **2011** | 2011 |
| | **US$'000** | US$'000 | **US$'000** | US$'000 |
| Trade payables to: | | | | |
| - Non-related parties | **11,840** | 3,533 | **-** | - |
| Other payables to: | | | | |
| - Related party | **750** | - | **-** | - |
| Accrued operating expenses | **2,166** | 1,421 | **347** | 303 |
| | **14,756** | 4,954 | **347** | 303 |

Other payables due to a related party are unsecured, interest-free and are repayable on demand.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## 20 Borrowings

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| *Current* | | |
| Bank borrowings | **15,271** | 12,200 |
| *Non-current* | | |
| Bank borrowings | **56,155** | 73,000 |
| Total borrowings | **71,426** | 85,200 |

The exposure of the borrowings of the Group to interest rate changes and the contractual repricing dates at the balance sheet dates are as follows:

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| 6 months or less | **7,635** | 6,100 |
| 6 – 12 months | **7,636** | 6,100 |
| 1 – 5 years | **56,155** | 73,000 |
| | **71,426** | 85,200 |

(a) Security granted

Total borrowings include secured liabilities of US$71,426,000 (2011: US$85,200,000) for the Group.

Bank borrowings of the Group are secured by the following:

- certain vessels of subsidiaries and joint ventures (Note 18);
- pledge of the shares of subsidiary, PT Pulau Seroja Jaya ("PT PSJ") by certain shareholders of PT PSJ;
- pledge of shares of joint ventures;
- an assignment of all moneys and rights to receive money in respect of any of the pledged vessels, and their respective insurances;
- an assignment of all rights in respect of certain coal barging contracts;
- a charge on the cash, receivables and inventories of PT PSJ and joint ventures;
- corporate guarantees by joint ventures;
- corporate guarantees by related parties of certain directors; and
- personal guarantees by certain directors of joint ventures.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

**20 Borrowings** (continued)

(b) Fair value of non-current borrowings

The fair values of non-current borrowings are as follows:

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Bank borrowings | **50,785** | 63,175 |

The fair values above are determined from the cash flow analyses, discounted at market borrowing rates of an equivalent instrument at the balance sheet date which the directors expect to be available to the Group as follows:

| | Group | |
|---|---|---|
| | **2012** | **2011** |
| Bank borrowings | **6%** | 6% |

**21 Finance lease liabilities**

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Minimum lease payments due | | |
| - Not later than one year | **3,010** | 3,010 |
| - Between one and five years | **8,908** | 11,666 |
| | **11,918** | 14,676 |
| Less: Future finance charges | **(1,195)** | (1,265) |
| Present value of finance lease liabilities | **10,723** | 13,411 |
| | | |
| The present values of finance lease liabilities are analysed as follows: | | |
| Not later than one year | **2,839** | 2,940 |
| Between one and five years | **7,884** | 10,471 |
| Total | **10,723** | 13,411 |

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## 22 Deferred income tax

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown in the balance sheets as follows:

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| ***Deferred income tax liabilities (to be settled after one year):*** | | |
| Fair value gains on acquisition of subsidiary | | |
| Beginning of the financial year | **445** | 490 |
| Credited to profit or loss (Note 9) | **(45)** | (45) |
| End of the financial year | **400** | 445 |

As at 31 December 2012, no deferred tax has been recognised for withholding taxes that would be payable on unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in the Indonesia as the management is able to control the timing of distribution of unremitted earnings. The deferred tax liabilities not recognised is approximately US$2,802,000 (2011: US$2,178,000).

## 23 Share capital

| | Group | | Company | |
|---|---|---|---|---|
| **2012** | Number of ordinary shares | Amount | Number of ordinary shares | Amount |
| ***Issued and fully paid*** | '000 | US$'000 | '000 | US$'000 |
| Beginning and end of financial year | 390,388 | 31,801 | 390,388 | 56,951 |
| **2011** | | | | |
| Beginning of financial year | 325,388 | 18,642 | 325,388 | 43,792 |
| Issuance of shares | 65,000 | 13,393 | 65,000 | 13,393 |
| Share issue expenses | - | (234) | - | (234) |
| End of financial year | 390,388 | 31,801 | 390,388 | 56,951 |

All ordinary shares are fully paid. There is no par value for these ordinary shares.

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions.

*Reverse acquisition*

At Group level

The acquisition of Trans LK Marine Limited ("Trans LK") in 2009 has been accounted for as a reverse acquisition in the consolidated financial statements of the Group. Trans LK, which is the legal subsidiary, is considered the acquirer for accounting purposes. Accordingly, the consolidated statement of comprehensive income, balance sheets, statement of changes in equity and cash flow statement of the Group have been prepared as a continuation of Trans LK's financial statements, in accordance with the group accounting policies (Note 2.2).

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## 24 Related party transactions

In addition to the information disclosed elsewhere in the financial statements, the following transactions took place between the Group and related parties at terms agreed between the parties:

(a) Sales and purchases of goods and services

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Freight charter revenue from related party | **32,007** | 24,320 |

Outstanding balances as at 31 December 2012 and 2011 arising from related transactions are disclosed in Notes 12 and 19.

Related parties comprise mainly of companies which are controlled or significantly influenced by the Group's key management personnel and their close family members.

(b) Key management personnel compensation is as follows:

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Salaries and bonuses | **903** | 691 |
| Directors' fees | **232** | 259 |
| Employers' contributions to CPF | **12** | 8 |
| | **1,147** | 958 |

Included in the salaries and bonuses above is total directors' remunerations of US$727,000 (2011: US$496,000).

## 25 Commitments

The Group leases office premises under non-cancellable operating lease agreements.

Future minimum lease payments payable under the non-cancellable operating leases as at the balance sheet date are as follows:

| | Company | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Future minimum lease payments: | | |
| Within one year | - | 52 |

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## 26 Financial risk management

*Financial risk factors*

The Group's activities expose it to market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group. This includes establishing policies such as authority levels, oversight responsibilities, risk identification and measurement and exposure limits.

(a) Market risk

(i) Currency risk

The Group operates in Singapore, Indonesia and China. The entities of the Group regularly transact in their respective functional currencies. Transactions in currencies other than their respective functional currencies ("foreign currency") are denominated mainly in Singapore Dollar ("SGD") and Indonesian Rupiah ("IDR").

The Group's currency exposure based on the information provided to key management is as follows:

| | US$<br>US$'000 | SGD<br>US$'000 | IDR<br>US$'000 | Total<br>US$'000 |
|---|---|---|---|---|
| At 31 December 2012 | | | | |
| **Financial assets** | | | | |
| Cash and cash equivalents | 10,397 | 48 | 6 | 10,451 |
| Trade and other receivables | 15,656 | - | 110 | 15,766 |
| | 26,053 | 48 | 116 | 26,217 |
| **Financial liabilities** | | | | |
| Trade and other payables | (11,129) | (347) | (3,280) | (14,756) |
| Finance lease liabilities | (10,723) | - | - | (10,723) |
| Borrowings | (71,426) | - | - | (71,426) |
| | (93,278) | (347) | (3,280) | (96,905) |
| **Net financial liabilities** | (67,225) | (299) | (3,164) | (70,688) |
| Less: net financial liabilities denominated in the functional currencies of respective entities | 67,225 | - | - | 67,225 |
| **Currency exposure** | - | (299) | (3,164) | (3,463) |

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

**26 Financial risk management** (continued)

(a) Market risk (continued)

(i) Currency risk (continued)

| | US$ US$'000 | SGD US$'000 | IDR US$'000 | Total US$'000 |
|---|---|---|---|---|
| At 31 December 2011 | | | | |
| **Financial assets** | | | | |
| Cash and cash equivalents | 5,115 | 7,973 | 2 | 13,090 |
| Trade and other receivables | 10,661 | - | - | 10,661 |
| | 15,776 | 7,973 | 2 | 23,751 |
| **Financial liabilities** | | | | |
| Trade and other payables | (2,162) | (303) | (2,489) | (4,954) |
| Finance lease liabilities | (13,411) | - | - | (13,411) |
| Borrowings | (85,200) | - | - | (85,200) |
| | (100,773) | (303) | (2,489) | (103,565) |
| **Net financial (liabilities)/assets** | (84,997) | 7,670 | (2,487) | (79,814) |
| Less: net financial liabilities denominated in the functional currencies of respective entities | 84,997 | - | - | 84,997 |
| **Currency exposure** | - | 7,670 | (2,487) | 5,183 |

If the SGD change against USD by 5% (FY2011: 5%) with all other variables held constant, the effects arising from the net currency exposure will be as follows:

| | 2012 US$'000 | | 2011 US$'000 | |
|---|---|---|---|---|
| | **Net profit** | **Equity** | **Net profit** | **Equity** |
| SGD against USD | | | | |
| - strengthened | (15) | (15) | 384 | 384 |
| - weakened | 15 | 15 | (384) | (384) |

If the IDR change against USD by 5% (FY2011: 5%) with all other variables held constant, the effects arising from the net currency exposure will be as follows:

| | 2012 US$'000 | | 2011 US$'000 | |
|---|---|---|---|---|
| | **Net profit** | **Equity** | **Net profit** | **Equity** |
| IDR against USD | | | | |
| - strengthened | (158) | (158) | (124) | (124) |
| - weakened | 158 | 158 | 124 | 124 |

The Company's exposure to currency risk is not significant as the majority of its financial assets and liabilities are denominated in its functional currency.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

**26 Financial risk management** (continued)

(a) Market risk (continued)

(ii) Cash flow and fair value interest rate risks

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's interest rate risk mainly arises from bank borrowings at floating interest rates.

The Group's exposure to cash flow interest rate risks arises mainly from variable-rate bank borrowings. The Group's borrowings at variable rates on which effective hedges have not been entered into are denominated in USD. If the interest rates of USD denominated borrowings increase/decrease by 0.50% in 2012 and 2011 respectively, with all other variables including tax rate being held constant, the net profit will be lower/higher by about US$357,000 (2011: US$426,000) as a result of higher/lower interest expense on these borrowings.

(b) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit history, and obtaining cash deposits where appropriate to mitigate credit risk. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

Credit exposure to an individual counterparty is restricted by credit limits that are approved by the CEO based on an on-going credit evaluation. The Group's trade receivables comprise 3 debtors (2011: 3 debtors) that represent 92% (2011: 90%) of trade receivables. As the Group does not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the balance sheet. The Group's major classes of financial assets are trade receivables.

The credit risk for trade receivables based on the information provided to key management is as follows:

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| By types of customers | | |
| Indonesian local companies | | |
| - Non-related parties | **2,721** | 2,590 |
| - Related parties | **10,167** | 6,560 |
| - Joint ventures | **2,861** | 1,474 |
| | **15,749** | 10,624 |

*Financial assets that are neither past due nor impaired*

Bank deposits that are neither past due nor impaired are mainly deposits with banks with high credit-ratings assigned by international credit-rating agencies. Trade receivables that are neither past due nor impaired are substantially receivables from companies with a good collection track record with the Group. Trade receivables as at 31 December 2012 and 2011 are all neither past due nor impaired.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

**26 Financial risk management** (continued)

(c) Liquidity risk

The table below analyses the maturity profile of the Group's financial liabilities based on contractual undiscounted cash flows.

| | Less than 1 year US$'000 | Between 1 and 2 years US$'000 | Between 2 and 5 years US$'000 |
|---|---|---|---|
| At 31 December 2012 | | | |
| Trade and other payables | 14,756 | - | - |
| Finance lease liabilities | 3,010 | 3,010 | 5,898 |
| Borrowings | 15,805 | 17,001 | 44,663 |
| | 33,571 | 20,011 | 50,561 |
| At 31 December 2011 | | | |
| Trade and other payables | 4,954 | - | - |
| Finance lease liabilities | 3,010 | 3,010 | 8,656 |
| Borrowings | 12,627 | 17,461 | 62,864 |
| | 20,591 | 20,471 | 71,520 |

The Group manages the liquidity risk by maintaining sufficient cash to enable them to meet their normal operating commitments and having an adequate amount of committed credit facilities.

(d) Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return of capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on gearing ratio which is calculated as net debt divided by total capital. Net debt is calculated as sum of borrowings, finance lease liabilities and trade and other payables less cash and cash equivalents. Total capital is calculated as equity plus net debt.

| | Group | |
|---|---|---|
| | **2012 US$'000** | 2011 US$'000 |
| Net debt | **86,454** | 90,475 |
| Total equity | **75,836** | 68,061 |
| Total capital | **162,290** | 158,536 |
| Gearing ratio | **53%** | 57% |

The Group has no externally imposed capital requirements for financial year ended 31 December 2012 and financial year ended 31 December 2011.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

## 27 Segment information

The Group is principally engaged in the provision of domestic marine cargo and coal transportation services in Indonesia and China. Beside segment revenue as disclosed in Note 4, management also reviews segment revenue by geography. Management is of the opinion that it is not practicable to separate the costs, assets and liabilities for each business segment as well as geographical segment.

| | Group | |
|---|---|---|
| | **2012** | 2011 |
| | **US$'000** | US$'000 |
| Indonesia | **61,205** | 45,555 |
| China | **13,002** | 5,593 |
| | **74,207** | 51,148 |

## 28 Events occurring after balance sheet date

On 21 February 2013, one of the subsidiary's vessel (tugboat) with net book value of US$531,000 sunk off the coast of Tanjung Selatan, South Kalimantan, Indonesia due to adverse weather condition. The Directors expect that its current insurance coverage will be able to cover the value of the vessel. As at the date of the financial statements, the Group has not received claims and does not expect any future claims against the subsidiary, hence the Directors are of the opinion that there are no significant losses or liabilities that may arise from this incident.

## 29 New or revised accounting standards and interpretations

The mandatory standards and amendments to existing standards that have been published and relevant for the Group's accounting periods beginning on or after 1 January 2013 or later periods which the Group has not early adopted are:

- Amendments to FRS 1 Presentation of Financial Statements (effective for annual periods beginning on or after 1 July 2012)
- FRS 19 (revised 2011) Employee Benefits (effective for annual periods beginning on or after 1 July 2013)
- FRS 27 (revised 2011) Separate Financial Statements (effective for annual periods beginning on or after 1 January 2014)
- FRS 28 (revised 2011) Investments in Associates and Joint Ventures (effective for annual periods beginning on or after 1 January 2014)
- FRS 110 (revised 2011) Consolidated Financial Statements (effective for annual periods beginning on or after 1 January 2014)
- FRS 111 (revised 2011) Joint Arrangements (effective for annual periods beginning on or after 1 January 2014)
- FRS 112 (revised 2011) Disclosure of Interests in Other Entities (effective for annual periods beginning on or after 1 January 2014)
- FRS 113 Fair Value Measurement (effective for annual periods beginning on or after 1 January 2013)

The management anticipates that the adoption of the above FRS and amendments to FRS in the future periods will not have a material impact on the financial statements of the Group in the period of their initial adoption.

# Statistics of Shareholdings

AS AT 15 MARCH 2013

**Share Capital**

Number of shares issued : 390,388,110
Class of shares : Ordinary shares
Voting rights : One vote per share

## DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 15 MARCH 2013

| SIZE OF SHAREHOLDINGS | NO. OF SHAREHOLDERS | % | NO. OF SHARES | % |
|---|---|---|---|---|
| 1 - 999 | 14,399 | 84.27 | 1,530,408 | 0.39 |
| 1,000 - 10,000 | 1,523 | 8.92 | 5,761,167 | 1.48 |
| 10,001 - 1,000,000 | 1,138 | 6.66 | 64,765,302 | 16.59 |
| 1,000,001 AND ABOVE | 26 | 0.15 | 318,331,233 | 81.54 |
| | 17,086 | 100.00 | 390,388,110 | 100.00 |

## TOP 20 SHAREHOLDERS

| | SHAREHOLDER'S NAME | NO. OF SHARES | % |
|---|---|---|---|
| 1 | UOB KAY HIAN PTE LTD | 122,613,214 | 31.41 |
| 2 | CITIBANK NOMINEES SINGAPORE PTE LTD | 43,576,327 | 11.16 |
| 3 | REAVIS GLOBAL LTD | 36,325,195 | 9.30 |
| 4 | RAFFLES NOMINEES (PTE) LTD | 27,862,689 | 7.14 |
| 5 | ZONET LIMITED | 18,591,964 | 4.76 |
| 6 | QUARTO CAPITAL INVESTMENT LIMITED | 13,213,530 | 3.38 |
| 7 | ATTICA FINANCE LTD | 6,760,714 | 1.73 |
| 8 | LEVEN GROUP LTD | 6,081,299 | 1.56 |
| 9 | UNITED OVERSEAS BANK NOMINEES PTE LTD | 5,953,841 | 1.53 |
| 10 | OCBC SECURITIES PRIVATE LTD | 5,343,447 | 1.37 |
| 11 | MAYBANK KIM ENG SECURITIES PTE LTD | 5,319,769 | 1.36 |
| 12 | EMAS FORTUNA LIMITED | 4,225,446 | 1.08 |
| 13 | MITO INVESTMENTS LIMITED | 3,380,357 | 0.87 |
| 14 | FIENNES HOLDING CORPORATION | 2,491,703 | 0.64 |
| 15 | MORGAN STANLEY ASIA (SINGAPORE) SECURITIES PTE LTD | 2,000,225 | 0.51 |
| 16 | LEE KAI HENG | 1,960,000 | 0.50 |
| 17 | NETPOINT INVESTMENTS LTD | 1,669,000 | 0.43 |
| 18 | JEREMY LEE SHENG POH | 1,450,000 | 0.37 |
| 19 | LIM CHWEE KIM | 1,300,000 | 0.33 |
| 20 | SINGAPORE NOMINEES PTE LTD | 1,241,325 | 0.32 |
| | **TOTAL** | **311,360,045** | **79.75** |

# Statistics of Shareholdings

AS AT 15 MARCH 2013

## Substantial Shareholders

Substantial shareholders as recorded in the Register of Substantial Shareholders as at 15 March 2013.

| Name of Substantial Shareholders | Number of shares registered in the name of substantial shareholders | Number of shares in which the substantial shareholder is deemed to have an interest | Total | % |
|---|---|---|---|---|
| PT Saratoga Investama Sedaya | 90,812,988 | - | 90,812,988 | 23.26 |
| Reavis Global Ltd | 36,325,195 | - | 36,325,195 | 9.30 |
| Mr Edwin Soeryadjaya (1) | - | 115,083,338 | 115,083,338 | 29.48 |
| Mr Sandiaga Salahuddin Uno (2) | - | 97,573,702 | 97,573,702 | 24.99 |
| Mr Masdjan (3) | - | 36,325,195 | 36,325,195 | 9.30 |

(1) Mr Edwin Soeryadjaya is deemed interested in the shares held by PT Saratoga Investama Sedaya by virtue of the fact that he owns a direct/deemed interest of 50.00% of PT Saratoga Investama Sedaya. Mr Edwin Soeryadjaya is also deemed interested in the shares held by certain entities which collectively have a direct/deemed interest of 6.22% in the issued share capital of the Company by virtue of the fact that he is the only shareholder or substantial shareholder of such entities.

(2) Mr Sandiaga Salahuddin Uno is deemed interested in the shares held by Attica Finance Ltd and PT Saratoga Investama Sedaya by virtue of the fact that he owns 100% of Attica Finance Ltd and 32.45% of PT Saratoga Investama Sedaya.

(3) Mr Masdjan is deemed interested in the shares held by Reavis Global Ltd by virtue of the fact that he owns 100% of Reavis Global Ltd.

## Shareholdings held in the hands of the public

Based on information available to the Company as at 15 March 2013, approximately 48.11% of the issued ordinary shares of the Company is held by the public and therefore, Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited is complied with.

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Company will be held at RELC International Hotel, 30 Orange Grove Road, Singapore 258352 on Friday, 26 April 2013 at 2 p.m.

**AS ORDINARY BUSINESS**

1. To receive and adopt the audited accounts for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors and Statement of Directors thereon.
**(Resolution 1)**

2. To re-elect the following Directors retiring pursuant to Article 99 of the Company's Articles of Association:
   (i) Mr Masdjan **(Resolution 2)**
   (ii) Mr Andreas Tjahjadi **(Resolution 3)**

3. To approve the payment of Directors' fees of up to S$ 328,000/- for the financial year ending 31 December 2013 and the payment thereof on a quarterly basis (2012: $292,833/-)
**(Resolution 4)**

4. To re-appoint Messrs Nexia TS Public Accounting Corporation as Independent Auditors of the Company and to authorise the Directors to fix their remuneration.
**(Resolution 5)**

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

5. **General authority to issue and allot shares**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

(A) (i) issue and allot shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures, or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

(B) (notwithstanding that this authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that

(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares in the capital of the Company, excluding treasury shares (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares, excluding treasury shares, shall be based on the total number of issued shares in the capital of the Company, excluding treasury shares, at the time this Resolution is passed, after adjusting for:

(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and

# Notice of Annual General Meeting

(ii) any subsequent bonus issue, consolidation or subdivision of shares;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions, rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and

(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

**(Resolution 6)**

6. **Proposed Renewal of the General Mandate for Interested Person Transactions**

That:

(i) approval be and is hereby given for the renewal of the mandate for the purpose of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its subsidiaries and its associated companies, or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions, as set out in the Appendix to the Annual Report (the "**Appendix**"), with any party who falls within the classes of Interested Persons as described in the Appendix and that such approval shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company;

(ii) approval given in paragraph (i) above shall, unless either revoked or varied by the Company in general meeting, continue to be in force until the next Annual General Meeting of the Company is held or is required by law to be held, whichever is the earlier;

(iii) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and to implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and

(iv) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interest of the Company to give effect to this Resolution.

**(Resolution 7)**

7. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Ng Soon Kai
Secretary

11 April 2013

# Notice of Annual General Meeting

**Explanatory Notes on Resolutions to be Transacted:**

1. Mr Masdjan will, upon re-election as Director of the Company, remain as the Executive Director and Chief Operating Officer of the Company.

2. Mr Andreas Tjahjadi will, upon re-election as Director of the Company, remain as the Non-executive Director of the Company.

3. The Ordinary Resolution 4 proposed above, is to facilitate payment of Directors' fees during the financial year in which the fees are incurred.

4. Resolution 6 is to authorise the Directors of the Company to issue shares and/or shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 6 in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares excluding treasury shares of which the total number of shares and shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 6 issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company at the time the resolution is passed, for such purposes as the Directors consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

   For the purpose of Resolution 6, the total number of issued shares (excluding treasury shares) is based on the Company's total number of issued shares (excluding treasury shares) at the time this proposed ordinary resolution is passed after adjusting for new shares arising from the conversion or exercise of Instruments or the vesting of share awards outstanding or subsisting at the time when this proposed ordinary resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

**Notes:**

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote instead of him. A proxy need not be a member of the Company.

2. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.

3. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.

4. The instrument appointing a proxy must be deposited at the registered office of the Company at 96 Robinson Road #15-01/02 SIG Building Singapore 068899 not less than forty-either (48) hours before the time for holding the Annual General meeting.

# Appendix

## SEROJA INVESTMENTS LIMITED

(Incorporated in the Republic of Singapore)
(UEN : 198300847M)

**Board of Directors :**

Mr Edwin Soeryadjaya (Non-Executive Chairman)
Mr Husni Heron (Chief Executive Officer)
Mr Masdjan (Executive Director)
Mr Andreas Tjahjadi (Non-Executive Director)
Mr Ng Soon Kai (Alternate Director to Mr Edwin Soeryadjaya)
Mr Ng Yuen (Independent Director)
Mr Yap Kian Peng (Independent Director)

**Registered Office :**

96 Robinson Road
#15-01/02 SIF Building
Singapore 068899

5 April 2013

**To: The Shareholders of Seroja Investments Limited**

Dear Sir/Madam,

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR TRANSACTIONS WITH ADARO GROUP**

### 1. Introduction

Seroja Investments Limited (the "**Company**") has issued a notice (the "**Notice**") convening the Annual General Meeting (the "**AGM**") of the Company to be held on 26 April 2013.

Proposed Resolution 7 of the Notice of the AGM relates to the renewal of a general mandate to authorise the Group to continue to enter into transactions with Adaro Group in compliance with Chapter 9 of the Listing Manual.

The purpose of this Appendix is to provide Shareholders with the relevant information pertaining to and to seek Shareholders' approval at the AGM for the renewal of the Shareholders' Mandate for transactions with Adaro Group.

### 2. Overview of the Adaro Group

The Adaro Group comprises Adaro Energy (listed on the Indonesia Stock Exchange since July 2008) and its existing subsidiaries (including PT Adaro) and associated companies together with any of its future subsidiaries and associated companies which may be newly set up or acquired by it from time to time.

Our non-executive chairman, Mr Edwin Soeryadjaya, is the President Commissioner of PT Adaro and Adaro Energy. As at the Latest Practicable Date, Mr Edwin Soeryadjaya holds, directly and indirectly, approximately 18.76% interest in the issued and paid-up share capital of Adaro Energy. Adaro Energy is technically not an associate of Mr Edwin Soeryadjaya within the meaning of the Listing Manual (the "**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") as he is interested in less than 30% of Adaro Energy. Nonetheless, for the purpose of adopting a higher standard of corporate governance, the Company has treated the Adaro Group as an associate of Mr Edwin Soeryadjaya, and accordingly, transactions with the Adaro Group shall be treated as interested person transactions for the purposes of the Shareholders' Mandate for Adaro Transactions.

### 3. Shareholders' Mandate for Adaro Transactions

At the Annual General Meeting of the Company held on 24 April 2012 (the "**AGM**"), the Company had obtained a general mandate from Shareholders (the "**Shareholders' Mandate**") to authorise the Company, its subsidiaries and associated companies (the "**Group**") to enter into certain business transactions falling within the categories of interested person transactions described in the Company's Letter to Shareholders dated 3 April 2012 with any party who is of the class or classes of interested persons described in the said Letter, provided that such transactions are made on normal commercial terms in accordance with the guidelines and procedures for review and administration of the interested person transactions as described in the said Letter.

# Appendix

## 4. Proposed Renewal of Shareholders' Mandate for Adaro Transactions

### 4.1 Chapter 9 of the Listing Manual

Chapter 9 of the listing manual of the Singapore Exchange Securities Trading Limited governs transactions by a listed company, as well as transactions by its subsidiaries and associated companies that are considered to be at risk, with the listed company's interested persons. When this Chapter applies to a transaction and the value of that transaction alone or in aggregation with other transactions conducted with the interested person during the financial year reaches, or exceeds, certain materiality thresholds, the listed company is required to make an immediate announcement, or to make an immediate announcement and seek its shareholders' approval for that transaction.

In particular, an immediate announcement is required where:

(a) the transaction is of a value equal to, or more than, three per cent. (3%) of the latest audited consolidated net tangible assets (the "**NTA**") of the listed company and its subsidiaries; or

(b) the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to three per cent. (3%) or more of the latest audited consolidated NTA of the listed company and its subsidiaries. An announcement will also have to be made immediately of the latest transaction and all future transactions entered into with the same interested person during the financial year; and

Shareholders' approval (in addition to an immediate announcement) is required where:

(a) the transaction is of a value equal to, or more than, five per cent. (5%) of the latest audited consolidated NTA of the listed company and its subsidiaries; or

(b) the transaction, when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than, five per cent. (5%) of the latest audited consolidated NTA of the listed company and its subsidiaries. The aggregation will exclude any transaction that has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders.

For the purposes of aggregation, any Interested Person Transaction which is below S$100,000 is to be excluded.

For illustration purposes, based on the audited consolidated accounts of the Company and its subsidiaries (the "**Group**") for the financial year ended 31 December 2012, the audited consolidated NTA of the Group as at 31 December 2012 was US$52.9 million. Accordingly, in relation to the Group, for the purposes of Chapter 9 of the Listing Manual in the current financial year, Shareholders' approval will be required where:

(a) the transaction is of a value equal to, or more than, US$2.6 million, being five per cent. (5%) of the latest audited consolidated NTA of the Group; or

(b) the transaction, when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than, US$2.6 million, being five per cent. (5%) of the latest audited consolidated NTA of the Group.

Chapter 9 of the Listing Manual however provides that a listed company may seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials which may be carried out with the listed company's interested persons, but not in respect of the purchase or sale of assets, undertakings or businesses.

### 4.2 Definitions

For the purposes of Chapter 9 of the Listing Manual:

(a) an "**approved exchange**" means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Listing Manual;

# Appendix

(b) an "**associate**" means:

(i) in relation to any director, chief executive officer or Controlling Shareholder (being an individual):

(1) his immediate family member (that is, the person's spouse, child, adopted child, step-child, sibling and parent);

(2) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and

(3) any company in which he and his immediate family together (directly or indirectly) have an interest of thirty per cent. (30%) or more;

(ii) in relation to a Controlling Shareholder (being a company), its subsidiary or holding company or a subsidiary company of such holding company or a company in which it and/or they taken together (directly or indirectly) have an interest of thirty per cent. (30%) or more;

(c) "**Control**" means the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company;

(d) a "**Controlling Shareholder**" in relation to a listed company means a person who:

(i) holds directly or indirectly fifteen per cent. (15%) or more of the total number of issued shares excluding treasury shares in the company (unless the SGX-ST has determined such a person not to be a Controlling Shareholder of the company); or

(ii) in fact exercises Control over the company,

or such other definition as the SGX-ST may from time to time determine;

(e) an "**entity at risk**" means:

(i) the listed company;

(ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or

(iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed group, or the listed group and its interested person(s), has control over the associated company;

(f) an "**interested person**" means:

(i) a director, chief executive officer or Controlling Shareholder of the listed company; or

(ii) an associate of such director, chief executive officer or Controlling Shareholder;

(g) an "**interested person transaction**" means a transaction between an entity at risk and an interested person.

### 4.3 Shareholders' Mandate

#### 4.3.1 Rationale for and Benefits of the Shareholders' Mandate

The Adaro Transactions are transactions which are likely to recur with some degree of frequency and arise at any time and from time to time.

The Shareholders' Mandate (and its subsequent renewal thereafter on an annual basis) will enhance the Group's ability to pursue business opportunities which are time-sensitive in nature, and will eliminate the need for the Company to announce, or to announce and convene separate general meetings on each occasion to seek Shareholders' prior approval for entering into such transactions. This will substantially reduce the expenses associated with the convening of the general meetings on an ad hoc basis, improve administrative efficacy, and allow major manpower resources and time to be channelled towards attaining other corporate objectives.

The Shareholders' Mandate is intended to facilitate the Adaro Transactions, provided that they are carried out at arm's length basis and on normal commercial terms, and are not prejudicial to the Company and its minority Shareholders.

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### 4.3.2 Scope of the Shareholders' Mandate

The Shareholders' Mandate will cover a range of transactions arising in the ordinary course of business operations of the Group as set out in paragraph 4.5 below.

The Shareholders' Mandate will not cover any Interested Person Transaction which has a value below S$100,000 as the threshold and aggregate requirements of Chapter 9 of the Listing Manual do not apply to such transactions.

Transactions with Interested Persons which do not come within the ambit of the proposed renewal of the Shareholders' Mandate will be subject to applicable provisions of Chapter 9 of the Listing Manual and/or other applicable provisions of the Listing Manual.

### 4.4 Categories of Interested Persons

The Shareholders' Mandate will apply to the Interested Person Transactions (as described in paragraph 4.5 below) to be carried out between any company within the Group and any company within the Adaro Group

### 4.5 Categories of Interested Person Transactions

The Group will, in the ordinary course of business, continue to provide chartering services of tugboats and barges for the transportation of mainly thermal coal for the Adaro Group (the "**Adaro Transactions**"). The Adaro Transactions are recurrent transactions of a revenue nature and are not in respect of the purchase or sale of assets, undertakings or businesses. The Shareholders' Mandate for Adaro Transactions will cover all Adaro Transactions.

### 4.6 Guidelines for the Adaro Transactions

The Group has adopted the following guidelines to ensure that the Adaro Transactions are conducted at arm's length and on normal commercial terms consistent with the Group's usual business practices and on terms which are generally not more favourable to the Adaro Group than those extended to unrelated third parties:

(a) the fees charged by the Group shall not be more favourable to the Adaro Group than those offered to unrelated third party customers after taking into consideration factors such as (but not limited to) type of charter, quantum and tenure of the contract, quantity and type of cargo, distance of the voyage, level of risks faced by vessels when plying requested routes (if any), type of vessels required, cargo loading and discharging time, and delivery schedules; and

(b) the credit period granted by the Group to the Adaro Group shall not be more than 60 days. This is higher than the 30 days credit period generally granted to unrelated third party customers, but is consistent with that presently granted to the Adaro Group, taking into consideration factors such as (but not limited to) the quantum and tenure of the contract and the credit period typically granted by other providers offering similar chartering services to the Adaro Group.

### 4.7 Control and Review procedures for the Adaro Transactions

In addition to the above guidelines (as described in paragraph 4.6 above), the following control and review procedures will be implemented by the Company:-

(a) any Adaro Transaction that is less than or equal to 3% of the Group's latest audited NTA in value will be reviewed and approved by a Director or an Executive Officer of the Group (each of whom shall not be an interested person within the meaning of Chapter 9 of the Listing Manual in respect of the particular transaction) prior to entering into the transaction;

(b) any Adaro Transaction that exceeds 3% of the Group's latest audited NTA in value (the "**Threshold Limit**") will be reviewed and approved by the Audit Committee prior to entering into the transaction. The Threshold Limit has been set based on the Directors' views on the anticipated value of the potential Adaro Transactions that the Group may enter into with the Adaro Group going forward;

(c) the Audit Committee will review the Adaro Transactions on a quarterly basis to ensure that they are conducted on normal commercial terms and in accordance with the guidelines and review procedures outlined above and that the relevant approvals have been obtained while examining the adequacy of the Company's internal controls including those relating to Adaro Transactions;

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(d) if, during these reviews, the Audit Committee is of the view that the above guidelines and review procedures have become inappropriate or have been become insufficient to ensure that the Adaro Transactions will be conducted on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders, the Company will seek a fresh mandate from its Shareholders based on new guidelines and procedures. During the period prior to obtaining a fresh mandate from Shareholders, all transactions with the Adaro Group will be subject to prior review and approval by the Audit Committee;

(e) Mr Edwin Soeryadjaya is a member of the Audit Committee and is interested in the Adaro Transactions, and as such, will abstain from approving the Adaro Transactions. In the event that any other member of the Audit Committee or the Director or Executive Officer of the Group appointed to review and approve the Adaro Transactions is interested in the Adaro Transactions, or is a nominee for the time being of Mr Edwin Soeryadjaya, he or she will abstain from approving that particular transaction;

(f) the Company will maintain a register of all Adaro Transactions entered into pursuant to the Shareholders' Mandate for Adaro Transactions. This register shall be prepared and maintained by personnel of the Company (who shall not be interested in any of the Adaro Transactions) who is duly delegated to do so by the Audit Committee. To facilitate review and approval by the Audit Committee, the register will set out the Adaro Transactions and similar transactions entered into by the Group with non-interested persons, with details on the nature of the transaction and factors taken into consideration to determine the applicable fees and charges such as (but not limited to) type of charter, quantum and tenure of the contract, quantity and type of cargo, distance of the voyage, type of vessels required, cargo loading and discharging time, and delivery schedules. The Group's internal audit plan will incorporate a review of the Adaro Transactions entered into in the relevant financial year pursuant to the Shareholders' Mandate for Adaro Transactions. The internal auditor shall report directly to the Audit Committee on all its findings from the review of the Adaro Transactions; and

(g) the Audit Committee shall, when it deems necessary, have the right to require the appointment of auditors or any independent professionals to review all matters relating to the Adaro Transactions.

**4.8 Audit Committee's Confirmation**

The Audit Committee, save for Mr Edwin Soeryadjaya, confirms that :

(a) the guidelines, control and review procedures under the Shareholders' Mandate for Adaro Transactions have not changed since the renewal of Shareholders' Mandate on 24 April 2012; and

(b) the guidelines, control and review procedures referred to in paragraphs 4.6 and 4.7 above are sufficient to ensure that the Adaro Transactions are undertaken on an arm's length basis and on normal commercial terms which are not more favourable to the Adaro Group than to unrelated third parties.

**4.9 Validity period of the Shareholders' Mandate**

If approved by Shareholders at the forthcoming AGM, the renewal of the Shareholders' Mandate will take effect from the date of receipt of Shareholders' approval, and will (unless revoked or varied by the Company in general meeting) continue in force until the next AGM of the Company. Approval from Shareholders will be sought for the renewal of the Shareholders' Mandate at the next AGM and at each subsequent AGM of the Company, subject to satisfactory review by the Audit Committee of its continued application to Interested Person Transactions.

**4.10 Disclosure to Shareholders**

Pursuant to Chapter 9 of the Listing Manual, the Company will disclose the aggregate value of the Adaro Transactions conducted pursuant to the Shareholders' Mandate for Adaro Transactions in its annual report for each of the subsequent financial years during which the Shareholders' Mandate for Adaro Transactions is in force.

In addition, the Company will announce the aggregate value of the Adaro Transactions conducted pursuant to the Shareholders' Mandate for Adaro Transactions for the financial periods which it is required to report on (pursuant to Rule 705 of the Listing Manual) within the time required for the announcement of such report.

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### 4.11 Abstention from Voting

Mr Edwin Soeryadjaya and his associates shall abstain from voting on the resolution approving the Shareholders' Mandate for Adaro Transactions.

### 5. Directors' and Controlling Shareholders' Interests

As at 26 March 2013, the latest practicable date prior to the printing of this Appendix (the "**Latest Practicable Date**"), the interests of Directors and controlling shareholders of the Company are recorded in the Register of Shareholders were as follows :

| | Direct Interest | | Deemed Interest | |
|---|---|---|---|---|
| | Number of shares | % of total issued shares (%) | Number of shares | % of total issued shares (%) |
| **Directors** | | | | |
| Mr Edwin Soeryadjaya | - | - | 115,083,338 | 29.48 |
| Mr Masdjan | - | - | 36,325,195 | 9.30 |
| Mr Andreas Tjahjadi | - | - | 17,491,703 | 4.48 |
| Mr Ng Soon Kai | - | - | 4,225,446 | 1.08 |
| Mr Husni Heron | - | - | 3,380,357 | 0.87 |
| Mr Ng Yuen | - | - | - | - |
| Mr Yap Kian Peng | - | - | - | - |
| | | | | |
| **Controlling shareholders** | | | | |
| Mr Edwin Soeryadjaya | - | - | 115,083,338 | 29.48 |
| Mr Sandiaga Salahuddin Uno | - | - | 97,573,702 | 24.99 |
| PT Saratoga Investama Sedaya | 90,812,988 | 23.26 | - | - |

**Note :**

Percentages are based on the issued capital of the Company of 390,388,110 ordinary shares as at the Latest Practicable Date.

### 6. Directors' Recommendation

Having fully considered, *inter alia*, the guidelines, control and review procedures, the rationale and the benefits of the Shareholders' Mandate for Adaro Transactions, the Directors of the Company (excluding Mr Edwin Soeryadjaya) believe that the Shareholders' Mandate for Adaro Transactions is in the interest of the Company and accordingly recommend that Shareholders vote in favour of the ordinary resolutions relating to renewing the Shareholders' Mandate for Adaro Transactions at the AGM.

### 7. Directors' Responsibility Statement

The Directors of the Company collectively and individually accept responsibility for the accuracy of the information given in this Letter and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief, the facts stated and opinions expressed in this Appendix are fair and accurate and that there are no material facts the omission of which would make any statement in this Appendix misleading.

### 8. Advice to Shareholders

Shareholders who are in any doubt as to the action they should take, should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

# Appendix

**9. Singapore Exchange Securities Trading Limited**

The Singapore Exchange Securities Trading Limited takes no responsibility for the accuracy of any statements or opinions made in this Letter.

Yours faithfully,

For and on behalf of the Board of Directors of
Seroja Investments Limited

**Mr Husni Heron**
**Chief Executive Officer**

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# SEROJA INVESTMENTS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration no. 198300847M)

**IMPORTANT:**

1. For investors who have used their CPF monies to buy SEROJA INVESTMENTS LIMITED shares, this Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

## PROXY FORM
## ANNUAL GENERAL MEETING

I/We, _____ (Name) _____ (NRIC/Passport No.)

of _____ (Address)

being *a member/members of SEROJA INVESTMENTS LIMITED (the "Company") , hereby appoint:-

| Name | Address | NRIC / Passport No. | Proportion of shareholdings to be represented by proxy (%) |
|---|---|---|---|
| | | | |

*and/or, failing him/her (delete as appropriate)

| Name | Address | NRIC / Passport No. | Proportion of shareholdings to be represented by proxy (%) |
|---|---|---|---|
| | | | |

Or failing *him/her/them, the Chairman of the meeting as *my/our *proxy/proxies to attend and vote for *me/us on *my/our behalf and, if necessary, to demand a poll, at the Annual General Meeting ("**AGM**") of the Company to be held on 26 April 2013 at 2 p.m. at RELC International Hotel, 30 Orange Grove Road, Singapore 258352 and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against the Ordinary Resolutions to be proposed at the Annual General Meeting as indicated with an "X" in the spaces provided hereunder. If no specific directions as to voting are given, the *proxy/proxies will vote or abstain from voting at *his//her/their discretion, as he/she/they will on any other matter arising at the Annual General Meeting.

| Resolutions | To be used on show of hands | | To be used in the event of a poll | |
|---|---|---|---|---|
| | For** | Against** | For*** | Against*** |
| **Ordinary Resolution 1**<br>To receive and adopt the audited accounts for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors and Statement of Directors thereon. | | | | |
| **Ordinary Resolution 2**<br>To re-elect Mr Masdjan, who is retiring by rotation pursuant to Articles 99 of the Articles of Association of the Company. | | | | |
| **Ordinary Resolution 3**<br>To re-elect Mr Andreas Tjahjadi, who is retiring by rotation pursuant to Article 99 of the Articles of Association of the Company. | | | | |
| **Ordinary Resolution 4**<br>To approve the payment of Directors' fees of up to S$328,000/- for the financial year ending 31 December 2013 and the payment thereof on a quarterly basis. | | | | |
| **Ordinary Resolution 5**<br>To re-appoint Messrs Nexia TS Public Accounting Corporation as Independent Auditors of the Company and to authorise the Directors to fix their remuneration. | | | | |
| **Ordinary Resolution 6**<br>To authorise Directors to issue shares pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited. | | | | |
| **Ordinary Resolution 7**<br>To approve the renewal of the general mandate for Interested Person Transactions. | | | | |

** Delete accordingly*
***Please indicate your vote 'For' or 'Against'.*
****If you wish to use all your votes "For" or "Against", please indicate with an "X" within the box provided. Otherwise please indicate the number of votes.*

Dated this _____ day of _____ 2013

| Total Number of Shares Held |
|---|
| |

_____
Signature(s) of Member(s) /Common Seal of Corporate Shareholder

**Important: Please read notes overleaf**

Notes to the Proxy Form:

1. A member should insert the total number of shares held. If the member has shares entered against his/her name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), he/she should insert that number of shares. If the member has shares registered in his/her name in the Register of Members of the Company, he/she should insert that number of shares. If the member has shares entered against his/her name in the Depository Register and shares registered in his/her name in the Register of Members of the Company, he/she should insert the aggregate number of shares entered against his/her name in the Depository Register and registered in his/her name in the Register of Members. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.

2. A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote in his stead.

3. Where a member of the Company appoints two proxies, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy and if no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of his shareholding and the second named proxy shall be deemed to be an alternate to the first named.

4. A proxy need not be a member of the Company.

5. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.

6. The instrument appointing proxy or proxies, together with the letter of power of attorney or other authority (if any), under which it is signed, or a notarially certified copy thereof, must be deposited at the registered office of the Company at 96 Robinson Road #15-01/02 SIF Building Singapore 068899, not less than 48 hours before the time set for the Annual General Meeting.

7. A corporation which is a member of the Company may authorize by resolution of its directors or other governing body such a person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore.

8. Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be for or against the Resolutions as set out in the Notice of Annual General Meeting. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the Annual General Meeting.

9. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 48 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

10. A Depositor shall not be regarded as a member of the Company entitled to attend the Annual General Meeting and to speak and vote thereat unless his/her name appears on the Depository Register 48 hours before the time set for the Annual General Meeting.

**SEROJA INVESTMENTS LIMITED**
(198300847M)

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