Atlantic Navigation
Holdings (Singapore) Limited

INTO NEW FRONTIERS

Annual Report 2013

Contents

This annual report has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Canaccord Genuity Singapore Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Company's Sponsor has not independently verified the contents of this annual report.

This annual report has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made or reports contained in this annual report.

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Corporate Profile

MARINE LOGISTICS SERVICES,
SHIP REPAIR, FABRICATION AND OTHER MARINE SERVICES

Atlantic Navigation Holdings (Singapore) Limited (the "**Company**" and together with its subsidiaries, the "**Group**") is listed on Catalist Board of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") through a reverse acquisition completed in FY2012.

The Group's business activities started in 1997 when Atlantic Maritime Services LLC was incorporated in Dubai, United Arab Emirates ("**UAE**") to provide ship repair, fabrication and other marine services to ship owners in the UAE region. It has since evolved from a ship repair, fabrication and other marine services provider to a ship owner and integrated offshore service provider.

As an integrated offshore service provider, we operate out of UAE serving primarily customers in the Middle East, India and Africa. We operate through our subsidiaries, Atlantic Maritime Group FZE, based in Hamriyah Free Zone, Sharjah, as well as Atlantic Ship Management LLC, based in Abu Dhabi, UAE.

We are organised into two operating divisions, vertically integrated to provide a one-stop solution to our customers:-

MARINE LOGISTICS SERVICES ("MLS")

Our MLS division provides ship chartering as well as technical management principally for the offshore oil and gas and marine construction industries in the Middle East, India and Africa. Our marine logistics services are supported by our owned fleet of 14 vessels, which comprise a variety of AHT, AHTS, jack-up accommodation barges, barges, tugs and supply vessels, in addition to third party vessels exclusively managed by our Group. We also cross charter vessels from third parties to serve the specific needs of our customers.

In relation to the oil and gas industry, we provide marine logistics services during different phases in the exploration, construction and development, production and post-production of oil and gas.

SHIP REPAIR, FABRICATION AND OTHER MARINE SERVICES ("SRM")

Our SRM division provides afloat and drydock repair and maintenance services, supported by the workshop facilities at our premises at Hamriyah Free Zone to customers in the shipping industry and vessels utilised in our marine logistic services as well as steel fabrication works for the marine repairs industry including mobile drilling rigs.

OUR CUSTOMERS

Over the years, our dedicated services has enabled us to establish strong and stable relationships with various leading oil companies, contractors, survey companies, ship owners, shipyards and charterers in the region. We count amongst our customers leading companies in these industries such as Abu Dhabi Marine Operating Company (ADMA-OPCO), Arab Heavy Industries (AHI), ALE Heavylift, BGP Arabia Co. Ltd, Bunduq Oil Company, Fugro, Hyundai Heavy Industries (HHI), Hyundai Design Engineering and Construction (HDEC), J Ray McDermott M.E Inc., Lamprell, Larsen & Toubro Limited, Maersk Oil, Smit-Lamnalco, Valentine Maritime and Zakum Development Company (ZADCO).

Chairman's Statement

Dear Valued Shareholders

On behalf of the Board and Management, I am pleased to present the results of Atlantic Navigation Holdings (Singapore) Limited (the "Company" and together with its subsidiaries, the "Group") for the financial year ended 31 December 2013 ("FY2013"), the Group's first full year results after the completion of the reverse acquisition in FY2012.

FY2013 has been a satisfying year as we emerged after completion of the reverse acquisition significantly stronger both operationally and financially to deliver a set of strong results in terms of performance.

FINANCIAL PERFORMANCE

Group revenue for FY2013 increased by 32.9% to US$47.0 million, gross profit jumped 78.3% to US$19.6 million as compared to FY2012, with gross profit margin improving from 31.1% in FY2012 to 41.8% in FY2013.

Revenue for our MLS division was US$44.6 million or 38.5% higher versus FY2012. The revenue growth for our MLS division as compared to FY2012 was due to deployment of two new vessels, increase in the number of third party vessels under our management, increase in the number of cross-charters undertaken by the division, as well as higher charter rates secured on certain new vessels and higher overall fleet utilisation rate of 91.1% in FY2013 as compared to 90.5% in FY2012. Revenue from our SRM division declined from US$3.2 million in FY2012 to US$2.4 million in FY2013 due to a lower level of business activities resulting from keener competition in this segment.

Group net profit more than doubled from US$6.0 million in FY2012, excluding non-recurring listing expenses of US$5.4 million relating to the reverse acquisition in FY2012, to US$13.0 million in spite of a US$1.8 million increase in administrative expenses mainly due to discretionary and contractual bonus of US$0.7 million, as well as increase in payroll costs arising from salary revision and increase in headcount of technical and commercial staff to support the higher level of business activities.

We generated a strong positive operating cash flow before changes in working capital of US$19.2 million. The Group ended FY2013 with a strong cash position of US$7.3 million, and a lower net gearing ratio of 23.1% as compared to 31.4% FY2012.

OUTLOOK AND STRATEGY

Offshore exploration and production investment remains high in the Middle East, our key market, and continues to provide a strong demand base for our business. Underpinned by this positive market environment, we are moving forward with our fleet upgrade and expansion program to capitalise on market opportunities. In November 2013, we announced the signing of

Chairman's Statement

building contracts for two new vessels, which are expected to be delivered in the second quarters of 2014 and 2015 respectively. In January 2014, we acquired an additional vessel to fulfill a long-term charter contract which was awarded to us. Barring any unforeseen circumstances, we expect these new additions to our fleet to contribute positively to our FY2014 performance.

Other than fleet expansion, we have identified and started to develop strategic opportunities in current and new markets. To tap these opportunities, we are progressing with plans to set up an office in Ghana and an agency in Saudi Arabia to service existing and to develop new clients in these territories. However, we remain cautious of potential pressures on charter rates due to new capacity coming on-stream from other vessel owners, as well as a reduced take-up of projects for our ship repair, fabrication and other marine services.

DIVIDENDS AND PAYOUT

I am pleased to announce that our Board has proposed a maiden dividend of 0.7 Singapore cents per ordinary share that represents a payout of 11.2% for FY2013.

WORDS OF APPRECIATION

Last but not least, I would like to express my sincere appreciation to the members of our Board, Management and staff for their commitment and valuable contributions towards the Group's FY2013 performance. My thanks also go to all our clients, advisors, partners, suppliers and shareholders for their unwavering support and confidence in our Group.

Mr Wong Siew Cheong
Executive Chairman and Chief Executive Officer

Board of Directors

Mr Wong Siew Cheong
Executive Chairman and Chief Executive Officer

Mr Wong was appointed to the Board on 31 July 2012 and is responsible for the strategic planning and development of the Group's business and spearheading the expansion and growth of the Group. Mr Wong is the founder of the Group and has more than thirty years experience in the marine chartering and shipbuilding, repair, fabrication and maintenance business. Prior to establishing the Group, Mr Wong served as general manager of Selat Marine Service Co. Ltd. from 1991 to 1996, where he was responsible for the overall marketing, technical management and operations of their offshore vessels. Prior to joining Selat Marine Service Co. Ltd., Mr Wong was the shipyard manager at Marine Engineering Services Co (LLC) in Sharjah, UAE, where he was in charge of running the shipyard's operations and expansion program. Mr Wong had also worked with Qubaiai Int'l Est. Abu Dhabi, and the Keppel Group in Singapore.

Mr Wong graduated with a Bachelor of Mechanical Engineering from the University of Singapore in 1977.

Mr Tong Choo Cherng
Executive Director (Finance)

Mr Tong was appointed to the Board on 31 July 2012 and is responsible for the overall financial management and administrative management of the Group. Prior to joining the Group, Mr Tong was, until November 2011, a senior consultant to the chief executive officer of Hi-P International Ltd., a company listed on the Mainboard of the SGX-ST, where he had sat on the board as an independent director and as a member of its audit committee from March 2010 to August 2010. Mr Tong had also served as chief executive officer and executive director of mDR Limited, a company listed on the Mainboard of the SGX-ST from 2005 to 2010, and had worked in various senior management positions with Flextronics International Ltd., JIT Limited, Thomson Consumer Electronics Marketing Asia Pte. Ltd., United Circuits (HK) Ltd and United Greatwall (China) Ltd. and Motorola Electronics Pte Ltd.

Mr Tong graduated from the South West London College, Faculty of Accountancy in 1977, and is a certified accountant under the Chartered Association of Certified Accountants (UK).

Mr Lee Kah Hoo
Lead Independent Director

Mr Lee was appointed to the Board on 22 August 2011 as an independent director, Chairman of the Remuneration Committee, and member of the Nominating Committee and Audit Committee. On 31 July 2012, Mr Lee was re-designated as Lead Independent Director of the Group. Mr Lee was most recently a consultant to Fortis Hospitality Management Pte Ltd. Between 2010 and 2011, Mr Lee was the acting president and senior advisor of Vina Properties Development Group, a Vietnamese corporation based in Ho Chi Minh City with businesses in logistics, aviation, hospitality and property/construction. Previously, Mr Lee had worked with mDR Limited, a company listed on the Mainboard of the SGX-ST, Singapore Technologies Kinetics Ltd, and assumed various general management positions and directorships in companies within Chartered Industries and Sembawang Corporation.

Mr Lee holds a degree in mechanical engineering from the University of Singapore, a diploma in management studies from the Singapore Institute of Management and had attended the Program for Management Development at the Harvard Business School.

Board of Directors

Mr Goh Boon Chye
Independent Director

Mr Goh was appointed to the Board on 31 July 2012. Mr Goh is currently the managing director of MG Capital (Asia) Limited. He is also a consultant to KS Energy Services Limited, a company listed on the Mainboard of the SGX-ST. Prior to this, Mr Goh held various positions in KS Energy Services Limited between 1999 to 2010, including chief financial officer, executive director, chief operating officer, chief business development officer and managing director where his duties mainly involved overseeing financial, accounting and internal control matters. Prior to that, Mr Goh was the managing director of Ampwatts Electric Pte Ltd, and had worked in Motorola Electronics Pte Ltd, KBC Group, Malaysia, Parker Hannifin Singapore Pte Ltd and Arthur Anderson & Company.

Mr Goh graduated from the National University of Singapore with a Bachelor of Accountancy, and is a fellow of the Institute of Singapore Chartered Accountants. He also holds a Masters in Business Administration from Oklahoma City University.

Mr Eu Lee Koon
Independent Director

Mr Eu was appointed to the Board on 31 July 2012. Mr Eu is currently the chief executive officer of Sharjah Asset Management LLC, the investment holding company of the Government of Sharjah, where he is responsible for strategic developments and directing all investment activities. Prior to that, he was the director of investments at the finance department of the Government of Sharjah. He had also worked in GIC Special Investments Private Limited, Myanmar Capital Management Pte Ltd, AIA-Waldern Management Pte Ltd, ST Aerospace Ltd. and the Ministry of Defence, Singapore.

Mr Eu graduated with a Bachelor of Engineering from the National University of Singapore in 1984 and obtained a Master of Business Administration from the same university in 1992. Mr Eu was awarded the Singapore Government Scholarship in 1980.

Executive Officers

Mr Mohammad Reza Sadeghi
Chief Operating Officer

Mr Sadeghi is the Group's Chief Operating Officer, and is responsible for the day-to-day operations of the Group. Prior to joining the Group, Mr Sadeghi was a technical operation manager of the AQUA Group in Dubai, and between 1999 and 2001, Mr Sadeghi was a technical operation manager of Irano-Hind Shipping Co., a joint venture between Islamic Republic of Iran Shipping Lines Co (IRISL) and Shipping Corporation of India. Mr Sadeghi had also held various technical and managerial roles in IRISL, including responsibility for new vessels in IRISL's Guangzhou shipyard from 1985 to 1999.

Mr Sadeghi graduated with a Bachelor of Science in Marine Engineering in 1985 from the Marine Engineering College of Calcutta, India.

Mr Wong Sek Pun
Sales and Marketing Manager (MLS Division)

Mr Wong is the Group's Sales and Marketing Manager and is responsible for the sales, business development and management of clients for the Group's MLS segment. Mr Wong joined the Group as the Business Development Manager of the Group's MLS segment in 2011 and was re-designated as Sales and Marketing Manager (MLS Division) in January 2013 to focus on the Group's sales and marketing activities. Prior to joining the Group, Mr Wong was a manager of communications and design for TransGrid Australia from 2002 to 2011. Mr Wong had also held various managerial and engineering positions in PowerTel Australia, Binariang Malaysia, and Cable & Wireless Optus Pty Ltd Australia from 1994 to 2001.

Mr Wong graduated with a Bachelor of Electrical Engineering from Sydney University in 1994 and a Master of Business Administration from Deakin University in 2000.

Mr Wong is the nephew of the Group's Executive Chairman and CEO, Mr Wong Siew Cheong.

Mr Zamirul Hassan Bayezid
Group Finance Manager

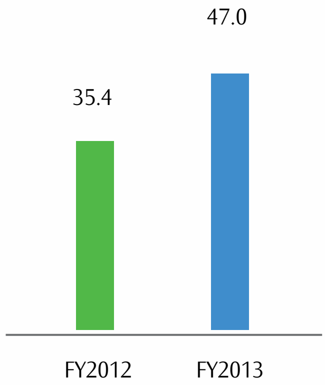
Mr Bayezid joined the Group in 2002 and is the Group's Finance Manager. He is responsible for assisting the Group's Executive Director (Finance), Mr Tong Choo Cherng in managing the Group's accounting and finance functions, including the development and implementation of financial policies. Prior to joining the Group, Mr Bayezid was an independent financial controller cum functional accounting consultant to various companies based in UAE. He had also previously worked in accounting and/or internal auditing positions for Farnek Service LLC, Arab Supply and Trading Corporation, Tabuk, Saudi Arabia, Anjuman Engineering College, Bhatkal, Karnataka, India, Fastrade International, Dubai and Gulf Furnishing Establishment, Dubai.

Mr Bayezid graduated with a Bachelor of Commerce from Bangalore University, India in 1979.

Group Financial Highlights

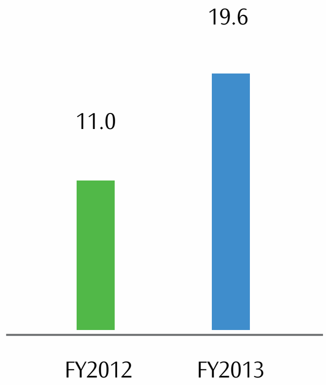
GROUP REVENUE
(US$ million)

32.9% increase from US$35.4 million in FY2012 to US$47.0 million in FY2013



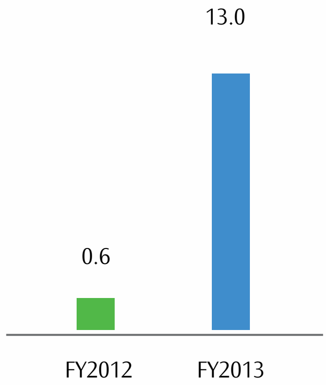
GROUP GROSS PROFIT
(US$ million)

78.3% increase from US$11.0 million in FY2012 to US$19.6 million in FY2013



NET PROFIT AFTER TAX
(US$ million)

Increased to US$13.0 million in FY2013 from US$0.6# million in FY2012

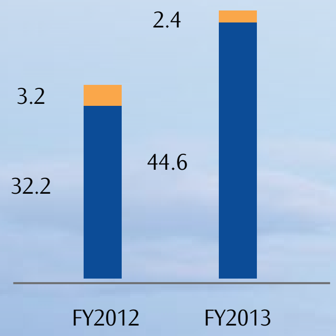


This includes non-recurring listing expenses of US$5.4 million relating to the reverse acquisition in FY2012.

REVENUE BY SEGMENTS
(US$ million)

Revenue for the MLS business increased by US$12.4 million or 38.5%.

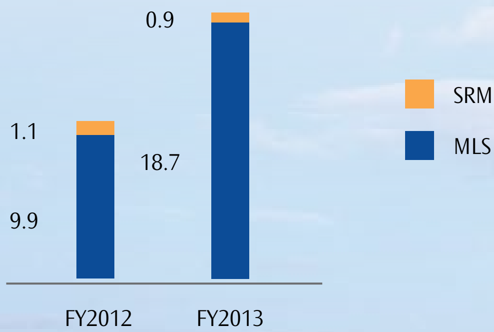
Revenue for the SRM division decreased by US$0.8 million or 24.0%.



GROSS PROFIT BY SEGMENTS
(US$ million)

Gross profit for the MLS business increased by US$8.8 million or 89.2%.

Gross profit for the SRM division decreased by US$0.2 million or 20.4%.



Financial Indicators	FY2012	FY2013
Basic and diluted earnings per share (US$ cents)	0.25	4.98
Net Asset Value per share (US$ cents)	22.3	27.3
Return on Shareholders' Equity	1.1%	18.2%
Return on Total Assets	0.7%	12.9 %
Net Gearing	31.4%	23.1 %

Operational Review

FINANCIAL PERFORMANCE

Our revenue of US$47.0 million in FY2013 was 32.9% higher than FY2012 contributed substantially by an increase in revenue of US$12.4 million from our MLS division. This higher revenue arose from the deployment of two new vessels acquired in FY2012, and increase in both third party vessels managed by the Group and in our cross-chartering business. Revenue for the SRM division for FY2013 decreased by US$0.8 million or 24.0% compared to FY2012 mainly due to lower level of business resulting from keener competition in this segment.

Gross profit increased by 78.3% to US$19.6 million in FY2013 mainly due to:

– an increase in revenue contribution from the MLS division;

– an improvement in the gross profit margin from 30.8% in FY2012 to 42.1% in FY2013 for the MLS division, arising from higher charter rates secured on certain of the Group's new vessels and higher fleet utilisation; and

– the higher gross profit from the MLS division was offset by a decrease in gross profit of US$0.2 million for the SRM division as compared to FY2012, while gross profit margin for the SRM division improved marginally from 34.7% in FY2012 to 36.3% in FY2013 due to a change in the job mix.

Administrative expenses increased by 46.4% to US$5.5 million in FY2013. The is mainly due to discretionary and contractual bonus of US$0.7 million and increase in payroll cost arising from salary revision and increase in headcount of technical and commercial staff to support the increase in our fleet size.

Finance costs remained fairly consistent in FY2013 at US$1.3 million as compared to US$1.4 million for FY2012.

As such, profit after tax for the Group in FY2013 was US$13.0 million as compared to the US$0.6 million posted in FY2012. Profits for FY2012 were affected by listing expenses of US$5.4 million relating to the reverse acquisition which did not recur in FY2013.

FINANCIAL POSITION

Non-current assets increased by US$1.4 million from US$74.2 million as at 31 December 2012 to US$75.6 million as at 31 December 2013 due mainly to additions to property, vessels and equipment, partially offset by depreciation charges for the period.

Current assets increased by US$6.0 million from US$18.7 million as at 31 December 2012 to US$24.7 million as at 31 December 2013 mainly due to an increase in trade and other receivables and bank deposits pledged. Bank deposits pledged has increased by US$2.8 million in accordance with the financial covenant of the Group's bank borrowing. The increase in trade and other receivables by US$3.7 million was largely in line with the increase in revenue.

Non-current liabilities increased by US$3.3 million from US$10.4 million as at 31 December 2012 to US$13.7 million as at 31 December 2013 mainly due to a new term loan secured by the Group for partial financing of a jack-up accommodation barge.

Operational Review

Provisions decreased by US$0.3 million from US$0.5 million as at 31 December 2012 to US$0.2 million as at 31 December 2013 due to the payment of end of services benefits for staff transferred to the Group as part of the restructuring exercise undertaken for the reverse acquisition. The settlement was in accordance with the provisions of UAE labour laws.

Current liabilities decreased by US$9.1 million from US$24.5 million as at 31 December 2012 to US$15.4 million as at 31 December 2013 mainly due to a decrease in trade and other payables. Trade and other payables as at 31 December 2013 was lower by US$14.4 million as compared to 31 December 2012 due to payments of the balance of the purchase price and modification costs relating to the jack-up accommodation barge. The decrease in trade and other payables was offset by the increase in other liabilities of US$2.0 million and increase in current loans and borrowings of US$3.4 million.

LIQUIDITY AND CAPITAL RESOURCES

Net cash flows from operating activities amounted to US$3.6 million mainly due to operating cash flows before changes in working capital of US$19.2 million and an increase in other liabilities, partially offset by an increase in trade and other receivables, a decrease in trade and other payables and interest paid during the financial year.

Net cash flows used in investing activities amounting to US$5.9 million was mainly for refurbishment of a new jack-up accommodation barge and first installment payment of the contract value for two new vessels under construction.

Net cash flows generated from financing activities of US$2.1 million was a result of an increase in loans and borrowings by US$13.5 million, partially offset by repayment of loan from a shareholder of US$2.0 million, an increase in bank deposits pledged amounting to US$2.8 million and repayment of US$6.6 million long-term bank loan.

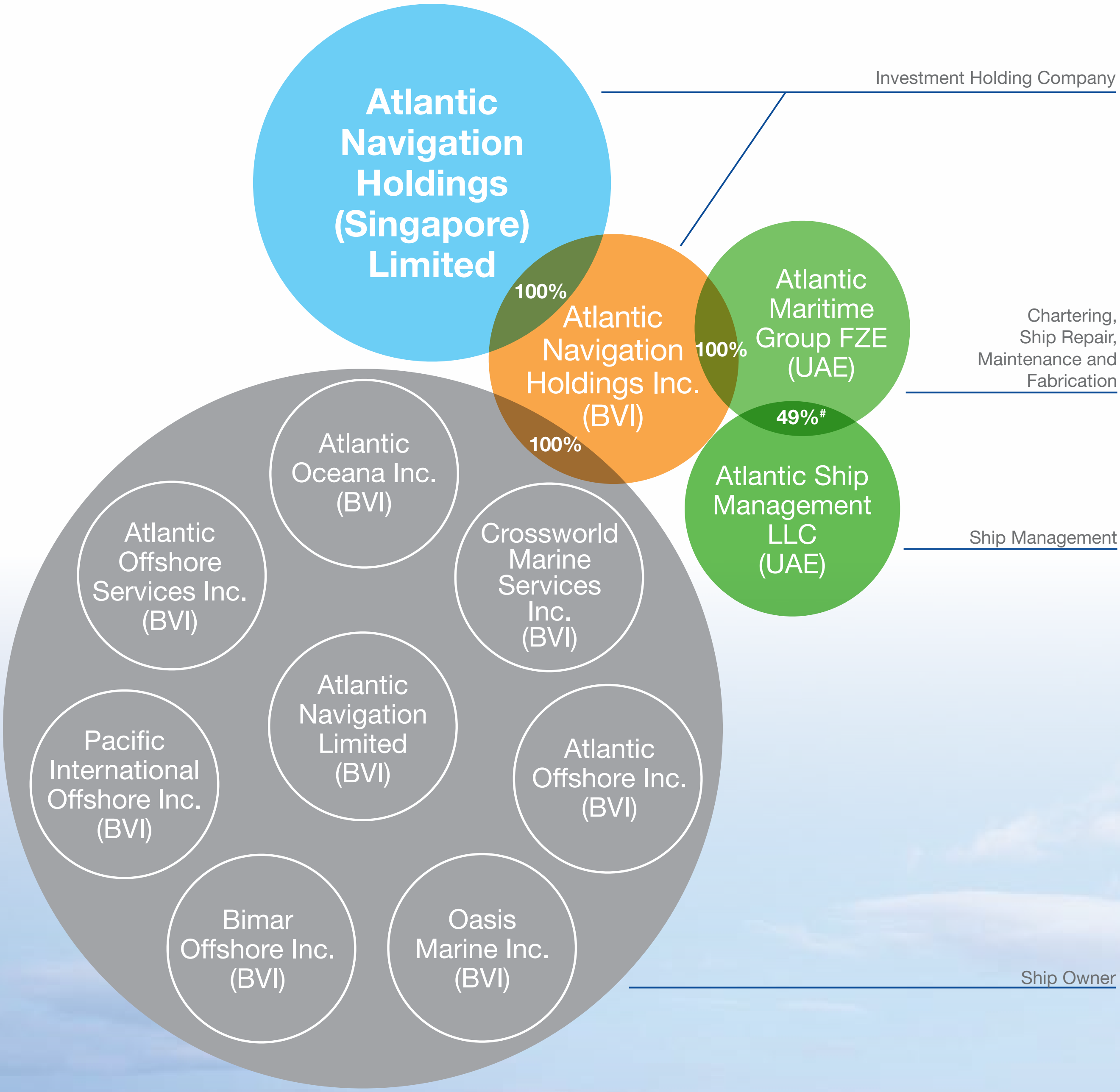
OUTLOOK

The Group continues to capitalise on opportunities within the Middle East where offshore energy and production investment remains high, and continues to provide a strong demand base for its business. Underpinned by this positive market environment, the Group will continue with its fleet upgrade and expansion program to grow its marine logistics services business in FY2014.

The Group has entered into contracts with shipbuilders for the construction of two new vessels (60.5 metre multipurpose offshore support vessel and 75 metre platform supply vessel) expected to be delivered during the second quarters of 2014 and 2015 respectively. Besides, the Group has acquired an additional offshore supply vessel in January 2014 to be deployed on long-term charter from April 2014. Barring any unforeseen circumstances, the addition of these vessels to the fleet is expected to have a positive impact on the Group's performance in FY2014.

Other than fleet expansion, the Group has started to develop strategic opportunities in new markets. However, the Group remains cautious of potential pressures on charter rates due to new capacity coming on-stream from other vessel owners, as well as a reduced take-up of projects for its ship repair, fabrication and other marine services.

Group Structure



This represents the legal interests of the Group in Atlantic Ship Management LLC. The Directors consider Atlantic Ship Management LLC a subsidiary of the Group as the Group has control over the financial and operating policies and activities of this entity.

Atlantic Navigation Holdings (Singapore) Limited ("**Atlantic**" or the "**Company**") is committed to maintaining a high standard of corporate governance within the Company and its subsidiaries (collectively, the "**Group**"). This report describes the Company's corporate governance practices with specific reference made to the principles and guidelines as set out in the Singapore Code of Corporate Governance 2012 (the "**Code**") and the requirements of the SGX-ST Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") and has, where appropriate, put in place effective self-regulatory corporate practices to protect its shareholders' interests and enhance long-term shareholders' value. Where there are deviations from the code, appropriate explanations will be provided.

A. BOARD MATTERS

The Board's Conduct of its 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 long-term success of the Company. The Board works with Management to achieve this objective and Management remains accountable to the Board.

The primary role of the board of directors (the "**Board**") is to lead and control the Company's operations and affairs and to protect and enhance long-term shareholders' value. The Board establishes the corporate strategic objectives of the Group and oversees the management of the Group's business. The Board also ensures that the necessary financial and human resources are in place for the Company to meet its objectives.

The principal functions of the Board are:-

- Reviewing the financial results of the Group, evaluating the adequacy and integrity of the Group's internal controls and external audit;
- Reviewing Management performance and remuneration packages for the Board;
- Identifying principal risks of the Group's business, ensuring the risks to be assessed and managed, including safeguarding of shareholders' interests and the Company's assets;
- Monitoring major investments, divestments, acquisition and disposal of assets;
- Determining the Group's values and standards including ethical standards;
- Considering sustainability issues including environmental and social factors in the formulation of Group's strategies; and
- Assuming responsibility for corporate governance.

The Group has adopted internal guidelines to Management setting forth matters that require Board approval. Matters which are reserved for the Board's decision are:-

- Approving the remuneration packages for the Board;
- Approving corporate strategies;
- Approving major funding proposal; and
- Approving major investment, diverstments, acquisition and disposal of assets.

All Directors exercise due diligence and independent judgment, and are obliged to act in good faith and consider at all times the interest of the Company. To assist in the efficient and effective discharge of its duties and responsibilities, the Board has established the Audit Committee ("**AC**"), Remuneration Committee ("**RC**") and Nominating Committee ("**NC**"). These Board Committees operate within clearly defined terms of reference and operating procedures, which are reviewed on a regular basis. The Board acknowledges that while these Board Committees have the authority to examine particular issues and report back to the Board with their decisions and recommendations, the ultimate responsibility on all matters lies with the Board.

The Board conducts regular scheduled meetings at least four (4) times a year to review the strategic policies of the Group, significant business transactions, performance of the business and approve the release of the quarterly and year-end results. As and when required, ad-hoc Board meetings are also held to address significant transactions or issues that may arise. The Company's Articles of Association allow a Board meeting to be conducted by way of teleconference and videoconference.

Corporate Governance Report

Details of Board and Board Committee meetings held during the financial year ended 31 December 2013 ("**FY2013**") and members' attendance are summarised in the table below:

Meetings	Board	Board Committees		
		Audit	Nominating	Remuneration
Total held in FY2013	**4**	**4**	**1**	**1**
	Number of meetings attended			
Wong Siew Cheong	4	4#	1#	1
Tong Choo Cherng	4	4#	1#	1#
Lee Kah Hoo	4	4	1	1
Goh Boon Chye	4	4	1	1
Eu Lee Koon	4	4	1	1

By invitation

There was no new Director appointed in the financial year ended 31 December 2013. Directors are kept informed on the relevant new laws, regulations, code of corporate governance, financial reporting standards and changing commercial risks, from time to time. The Company has and will continue to organise orientation programmes for new Directors (if and when appointed) to familiarise them with the Group's operations and business issues and the relevant regulations and governance requirements. The Company will also fund the Directors' attendance at any training programme. Newly appointed Directors would be provided with background information on the Group's history, business operations and policies.

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 and 10% shareholders. No individual or small group of individuals should be allowed to dominate the Board's decision making.

As at the date of this report, the Board consists of five (5) Directors, three (3) of whom are independent:

Mr Wong Siew Cheong	Executive Chairman and CEO
Mr Tong Choo Cherng	Executive Director (Finance)
Mr Lee Kah Hoo	Lead Independent Director
Mr Eu Lee Koon	Independent Director
Mr Goh Boon Chye	Independent Director

The NC reviews the independence of Directors on an annual basis. In its deliberation as to the independence of a Director, the NC took into account examples of relationships as set out in the Code, considered whether a Director had business relationships with the Group, its related corporations, its 10% shareholders or its officers, and if so, whether such relationships could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent judgment with a view to the best interests of the Group. The Board is of the view that there is a good balance between the executive and non-executive Directors and a strong and independent element on the Board.

The independent Directors have made up half of the Board where Mr Wong Siew Cheong is the Executive Chairman and CEO of the Company.

There was no Director who has served on the Board beyond nine (9) years from the date of his first appointment.

The composition of the Board and its Board Committees are reviewed on an annual basis by the NC to ensure that the Board has the appropriate mix of expertise and experience to enable Management to benefit from a diverse perspective of issues that are brought before the Board, and collectively possesses the necessary core competence in business, investment, audit, accounting and tax matters for informed decision-making and effective functioning.

The Board, taking into account the scope and nature of the operations of the Group, the requirements of the business and the need to avoid undue disruptions from changes to the composition of the Board and its Board Committees, is of the view that its current size of five (5) Directors and the composition of the Board and its Board Committees are appropriate to meet the Company's objectives.

Chairman and Chief Executive Officer

Principle 3: There should be a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the Company's business. No one individual should represent a considerable concentration of power.

Mr Wong Siew Cheong is the Group's Executive Chairman and CEO who is responsible for providing guidance on the corporate and business direction of the Group, scheduling and chairing of Board meetings, setting the agenda for Board meetings and ensuring sufficient allocation of time for thorough discussion of each agenda item (in particular strategic issues), promoting a culture of openness and debate at the Board, monitoring the complete, adequate and timely information flow between the Board and Management, as well as managing the day-to-day operations of the Group with the help of senior management. Mr Wong is the founder of the Group and has played a key role in developing the Group's business. Through the Group's successful development in these few years, Mr Wong has demonstrated his vision, strong leadership and enthusiasm in the Group's business.

The Board is of the view that there are sufficient safeguards and checks to ensure that the process of decision-making by the Board is independent and based on collective decisions without any individual exercising any considerable concentration of power or influence. Three (3) out of five (5) of the Board members are independent Directors and all the Board Committees are chaired by the independent Directors. In addition, in view that the Executive Chairman is not an independent Director, the Company has appointed Mr Lee Kah Hoo as the Lead Independent Director. The Lead Independent Director is available to shareholders where they have concerns and whereby contact through the normal channels has failed to resolve or where is inappropriate. As such, the Board believes that there is a good balance of power and authority within the Board and no individual or small group can dominate the Board's decision-making process. In view of the strong element of independence of the Board, it is not pertinent to separate the functions of the Executive Chairman and CEO.

The independent Directors lead by the Lead Independent Director, discuss/meet amongst themselves without the presence of the Executive Directors where necessary. The Lead Independent Director will also provide feedback to the Executive Chairman after such discussions/meetings.

Board Membership

Principle 4: There should be a formal and transparent process for the appointment and re-appointment of Directors to the Board.

The NC comprises three (3) members, all of whom, including the Chairman, are Independent Directors. The members of the NC are:

Mr Lee Kah Hoo	Chairman	Lead Independent Director
Mr Eu Lee Koon	Member	Independent Director
Mr Goh Boon Chye	Member	Independent Director

The NC is governed by its written terms of reference. The principal functions of the NC are:

(a) to make recommendations to the Board on the appointment of new executive and non-executive Directors, including making recommendations on the composition of the Board generally and the balance between executive and non-executive Directors appointed to the Board;

(b) to make recommendations on the re-appointment to the Board for the continuation in services of any Director who has reached the age of 70 years;

(c) to review, assess and recommend nominee(s) or candidate(s) for appointment or election to the Board, having regard to his/her qualifications, competency, other principle commitments and whether or not he/she is independent and in the case of a re-nomination, his/her contribution and performance;

(d) to review Board succession plans for Directors, in particular for the Executive Chairman and CEO and the progressive renewal of the Board;

(e) to assess the effectiveness of the Board as a whole, its Board Committees and the contribution of each individual Director to the effectiveness of the Board;

(f) to make recommendations to the Board the internal guidelines to address the competing time commitments faced by any Director who serves on multiple boards;

(g) to determine, on an annual basis, if a Director is independent. If the NC determines that a Director, who has one or more of the relationships mentioned under the Code is in fact independent, the Company should disclose in full, the nature of the Director's relationship and bear responsibility for explaining why he should be considered independent. The NC may at its discretion determine a Director as non-independent even if he has no business or, other relationships with the Company, its related corporation, its 10% shareholders or its officers and provide its views to the Board for the Board's consideration;

(h) to review training and professional development programmes for the Board; and

(i) to establish and review the criteria on the determination of the maximum number of directorships of listed companies any Director may hold, and to decide whether or not a Director is able to and has been adequately carrying out his/her duties as a Director of the Company, particularly when he/she has multiple board representations and other principal commitments.

The NC is of the view that the Directors' contributions at meetings at the Board and Board Committees, and their time commitment to the affairs of the Company, are adequate and it is not necessary at this stage to put a maximum limit on the number of listed company board representations and other principal commitments of each Director. The NC would continue to review from time to time the board representations and other principal commitments of each Director to ensure that the Directors continue to meet the demands of the Group and are able to discharge their duties adequately.

There is no alternate Director on the Board. The NC has put in place a process for selection and appointment of new Directors. In selecting potential new Directors, the NC will seek to identify the competencies required to enable the Board to fulfill its responsibilities. The NC will evaluate the suitability of the nominee(s) or candidate(s) based on his/her qualifications, experience, commitment and ability to contribute to the Board process and such qualities and attributes that may be required by the Board.

Pursuant to Article 89 of the Company's Articles of Association, at least one-third of the Directors are to retire by rotation at every annual general meeting of the Company ("**AGM**") and a retiring Director is eligible for re-election by the shareholders of the Company at the AGM. In addition, Article 88 of the Company's Articles of Association provides that a newly appointed Director can only hold office until the next AGM and then be eligible for re-election. In reviewing the nomination of the retiring Directors, the NC considered the performance and contribution of each of the retiring Directors, having regard not only to their attendance and participation at Board and Board Committee meetings but also their time and efforts devoted to the Group's business and affairs, especially the operational and technical contributions.

Mr Eu Lee Koon and Mr Tong Choo Cherng are due to retire in accordance with Article 89 of the Company's Articles of Association at the Company's forthcoming AGM and will be eligible for re-election.

Each member of the NC shall abstain from voting on any resolutions and making any recommendations and/or participating in any deliberations of the NC in respect of the assessment of his performance or re-nomination as Director.

Key information regarding the Directors is provided on pages 6 and 7 of the Annual Report.

Board Performance

Principle 5: Principle 5: There should be a formal annual assessment of the effectiveness of the Board as a whole and its Board Committees and the contribution by each Director to the effectiveness of the Board.

The NC examines its size to satisfy that it is appropriate for effective decision making, taking into account the nature and scope of the Company's operations.

The NC is of the view that it is more appropriate and effective to assess the performance of the Board as a whole, bearing in mind that each member of the Board contributes in different ways to the success of the Company and Board decisions are made collectively. This Board performance evaluation, led by the NC, is conducted by means of a confidential questionnaire designed to assess the state of affairs of corporate governance matters in the Company, including the performance of each individual Board Committee. The assessment is separately completed by each Director to elicit his individual input, collated, analysed and discussed with the NC and the Board with comparatives from the previous year. Recommendations to further enhance the effectiveness of the Board and the various Committees are implemented, as appropriate. The NC had conducted a performance evaluation of the Board for FY2013 and determined that all Directors and Board Committees had contributed effectively in their roles. No external facilitator had been engaged by the Board for this purpose.

Access to Information

Principle 6: In order to fulfil their responsibilities, Directors should be provided with complete, adequate and timely information prior to Board meetings and on an on-going basis so as to enable them to make informed decisions to discharge their duties and responsibilities.

The Board has independent and separate access to Management at all times in carrying out their duties. Management provides the Board with adequate and timely information include Board papers and related materials, and updates on initiatives and developments for the Group's business whenever possible.

For subjects that require the Board's decision, relevant members of Management are invited to brief the Directors at the Board and Board Committee meetings. Periodic financial reports, budgets, forecasts, material variance reports and disclosure documents are provided to the Board, where appropriate, prior to the Board meeting.

At least one of the Company Secretaries or their representatives attends all Board meetings and Board Committee meetings to ensure that Board procedures are followed and that applicable rules and regulations, and all governance matters are complied with. The appointment and removal of the Company Secretary is a matter for the Board. The Board may, either individually or as a group, seek independent professional advice in furtherance of their duties, if necessary, at the Company's expense.

B. REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

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

As at the date of this report, the RC comprises four (4) members, with a majority of whom, including the Chairman, are Independent Directors:

Mr Eu Lee Koon	Chairman	Independent Director
Mr Lee Kah Hoo	Member	Lead Independent Director
Mr Goh Boon Chye	Member	Independent Director
Mr Wong Siew Cheong	Member	Executive Chairman and CEO

Currently, Mr Wong Siew Cheong, the Executive Chairman and CEO, is a member of the RC. Mr Wong is the founder of the Group and has resided and worked in UAE, where the Group's operations and staff are based, for 29 years. The Board is of the view that Mr Wong's extensive experience and knowledge of the industry and its players, human resource practices and regulatory environment and also the Group's Management provide invaluable contributions to the RC in the conduct of its affairs.

The RC is governed by its written terms of reference, which sets out its responsibilities:

(a) to review and submit its recommendations for endorsement by the entire Board, a general framework of remuneration for the Board and key management personnel and the specific remuneration packages and terms of employment for each Director and key management personnel including but not limited to senior executives reporting directly to the CEO or employees related to the Executive Directors and controlling shareholders of the Group;

(b) to review and submit its recommendations for endorsement by the entire Board, share option schemes, share award plans or any long term incentive schemes which may be set up from time to time, in particular to review whether Directors and key management personnel should be eligible for such schemes and also to evaluate the costs and benefits of such schemes and to do all acts necessary in connection therewith; and

(c) as part of its review, the RC shall ensure that:

   i. all aspects of remuneration including but not limited to Directors' fees, salaries, allowances, bonuses, options, share based incentives and awards, and benefits-in-kind are covered;

   ii. the remuneration packages should be comparable within the industry and in comparable companies and shall include a performance-related element coupled with appropriate and meaningful measures of assessing individual Directors' and key management personnel's performance;

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iii. the remuneration package of employees related to Executive Directors and controlling shareholders of the Group are in line with the Group's staff remuneration guidelines and commensurate with their respective job scopes and levels of responsibility; and

iv. the Company's obligations arising in the event of termination of the Executive Directors and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous.

Each member of the RC shall abstain from voting on any resolutions and making recommendations and/or participating in any deliberations of the RC in respect of his remuneration package. The RC did not seek expert advice internally or outside the Company on remuneration of all Directors. When necessary, the RC would seek independent professional advice on remuneration matters at the expense of the Company.

Level and Mix of Remuneration

Principle 8: The level and structure of remuneration should be aligned with the long-term interest and risk policies of the Company, and should be appropriate to attract, retain and motivate (a) the Directors to provide good stewardship of the Company, and (b) key management personnel to successfully manage the Company. However, companies should avoid paying more than is necessary for this purpose.

In setting remuneration packages, the RC considers the pay and employment conditions within the same industry and in comparable companies, as well as the Group's relative performance and the performance of each individual Director.

The Executive Directors do not receive Directors' fees. The remuneration for the Executive Directors and the key management personnel comprise a basic salary component and a variable component, an annual bonus, based on the performance of the Group as well as their individual performance.

Annual reviews of the remuneration of the CEO and key management personnel are carried out by the RC to ensure that their remuneration is commensurate with their performance, giving due regard to the financial and commercial health and business needs of the Group.

The Independent Directors receive Directors' fees in accordance with their representation and contributions on the Board and various Board Committees, taking into account factors such as effort and time spent, as well as the general corporate responsibilities, risks and obligations of the Directors. The Company recognises the need to pay competitive fees to attract, motivate and retain Directors without being excessive to the extent that their independence might be compromised. Directors' fees are recommended by the Board for approval at the Company's AGM.

The Directors and key management personnel had participated in the Atlantic Employee Share Option Scheme 2008 (previously, known as Fastube Employee Share Option Scheme) (the "**Atlantic ESOS**") which was granted on 30 January 2014. The Atlantic ESOS is a share option incentive plan which serves to reward and motivate Directors and key management personnel to strive for higher performance for the Company's growth and success. The Atlantic ESOS has a validity period of five (5) years from the date of grant, which will end on 29 January 2019.

The Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or misconduct resulting in financial loss to the Company. The Executive Directors owe a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Directors in the event of such breach of fiduciary duties.

Disclosure on Remuneration

Principle 9: Every company should provide clear disclosure of its remuneration policies, 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 management personnel, and performance.

The level and mix of each individual Director's remuneration for the year ended 31 December 2013 is as follows:

	Directors' fees	Salary	Bonus	Other Benefits	Total
US$'000					
Wong Siew Cheong	–	425.0	342.5	–	767.5
Tong Choo Cherng	–	179.8	36.8	37.8	254.4
Lee Kah Hoo	34.9	–	–	–	34.9
Goh Boon Chye	34.1	–	–	–	34.1
Eu Lee Koon	33.3	–	–	–	33.3

For the financial year ended 31 December 2013, the Group only has three (3) key executives (who are not Directors or the CEO). The annual aggregate remuneration paid to all the key management personnel of the Group (who are not Directors or the CEO) is approximately US$629,000. The details of remuneration of the key management personnel of the Group are as follows:

	Salary	Bonus	Other Benefits	Total
US$ '000				
Mohammad Reza Sadeghi *Chief Operating Officer*	231.7	36.8	–	268.5
Wong Sek Pun *Sales and Marketing Manager (MLS Division)*	215.3	27.2	–	242.5
Zamirul Hassan Bayezid *Group Finance Manager*	103.3	14.7	–	118.0

Mr Wong Sek Pun is the nephew of Mr Wong Siew Cheong, the Company's Executive Chairman and CEO. There was no employee of the Group who is an immediate family member of any Director or the CEO, and whose remuneration exceeds S$50,000 during the year.

In developing long-term incentive schemes, the Company's main objectives are to provide its employees an opportunity to participate in the equity of the Company and to enhance its competitive edge in attracting, recruiting and retaining talented key management personnel and employees. The Company has in place the Atlantic Employee Share Option Scheme, Atlantic Performance Share Plan and Atlantic Restricted Share Plan and it believes that these long-term incentive schemes will align the interests of its employees with those of its shareholders.

There were no options or awards granted in the financial year ended 31 December 2013. Further information on the Atlantic Employee Share Option Scheme, Atlantic Performance Share Plan and Atlantic Restricted Share Plan are set out in the Directors' Report on pages 26 to 27 of this Annual Report.

C. ACCOUNTABILITY AND AUDIT

Accountability

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

The Company provides information pertaining to the operations, performance and financial position of the Group to all shareholders through SGXNET and the Company's Annual Report. The Board reviews and approves the results as well as any announcements before its release.

Management provides the Board with a continual flow of relevant information on a timely basis in order that it may effectively discharge its duties. Management also highlights key business indicators and major issues that are relevant to the Group's performance from time to time in order for the Board to make a balanced and informed assessment of the Company's performance, position and prospects. In presenting the annual financial statements and quarterly results to shareholders, the Board ensures that there are detailed analyses, explanations and assessments made on the Group's financial performance, position and prospects.

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The Board reviews reports from Management to ensure compliance with all the Group's policies, operational practices and procedures and relevant legislative and regulatory requirements. The Directors may seek independent professional advice and receive relevant training whenever applicable so as to maintain continuing standards and vigilance.

Risk Management and Internal Controls

Principle 11: The Board is responsible for the governance of risk. The Board should ensure that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the Company's assets, and should determine the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.

The Board acknowledges that risk is inherent in business and there are commercial risks to be taken in the course of generating a return on business activities. The Board's policy is that risks should be managed within the Group's overall risk tolerance.

Management, headed by the CEO, regularly reviews the Group's business and operational activities to identify areas of business risks as well as implement appropriate measures to control and mitigate these risks. All significant matters will be reported to the AC and the Board for further discussion. The AC and the Board also work with the external auditors on their recommendations and institutes and executes relevant controls with a view to managing business risks.

The Group's financial risk management is discussed under Note 27 to the Financial Statements on pages 66 to 70 of the Annual Report.

The Board acknowledges that it is responsible for the governance of risks and the overall internal control framework, but it notes that all internal control systems contain inherent limitations and no system of internal controls or risk management could provide absolute assurance against the occurrence of material errors, poor judgment in decision-making, human error losses, fraud or other irregularities.

The effectiveness of these controls is subject to review by the internal auditors and is monitored by the AC. In addition, the external auditors also review the effectiveness of the Group's key financial controls as part of their audit for the year with respect to financial reporting. Significant non-compliance in internal controls, together with recommendations for improvement, is reported to the AC. Copies of these reports are also issued to the relevant department for follow-up action.

Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors and reviews performed by Management, the various Board Committees and the Board, the AC and the Board are satisfied with the adequacy of the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems.

The Board had received written confirmations from the CEO and the Executive Director - Finance (a) that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and (b) that the Group's risk management and internal control systems are effective.

The Board will, on a continuing basis, endeavour to further enhance and improve the Group's system of internal controls and risk management policies.

Audit Committee

Principle 12: The Board should establish an AC with written terms of reference which clearly set out its authority and duties.

The AC performs its functions in accordance with Section 201B(5) of the Companies Act, Chapter 50 of Singapore and the requirements of the Catalist Rules.

The AC comprises three (3) members, all of whom, including the Chairman, are independent. The members are:

Mr Goh Boon Chye	Chairman	Independent Director
Mr Lee Kah Hoo	Member	Lead Independent Director
Mr Eu Lee Koon	Member	Independent Director

The AC members have numerous years of experience in senior management positions and have sufficient financial management expertise to discharge their responsibilities.

The AC meets at least four (4) times a year and as and when deemed appropriate to carry out its functions.

The AC assists the Board in discharging their responsibility to safeguard the Group's assets, maintain adequate accounting records, and in developing and maintaining effective systems of risk management and internal control.

The AC is governed by its written terms of reference. The principal functions of the AC are as follows:

(a) to review and monitor significant financial reporting issues and judgment to ensure the integrity of the financial information provided by the Company, in particular by reviewing the relevance and consistency of the accounting policies used by the Company and the Group;

(b) to review, at the end of the audit cycle, the audit representation letters and the contents of the external auditors' management letter, and meet with the internal auditors and external auditors without the presence of Management;

(c) to review any formal announcements relating to the Group's financial performance;

(d) to review and report to the Board at least annually on the adequacy and effectiveness of the Group's internal financial controls, operational, compliance and information technology controls, and risk management policies and systems;

(e) to review, monitor, assess and evaluate the role and effectiveness of the internal audit function in the overall context of the Group's risk management system;

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

(g) to review arrangements by which staff of the Group may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and ensure that arrangements are in place for the independent investigations of such matters and for appropriate follow up actions;

(h) in connection with the terms of engagement of the external auditors, to make recommendations to the Board on the selection, appointment, re-appointment, and resignation of the external auditors based upon a thorough assessment of the external auditors' functioning, and approve the remuneration and terms of engagement of the external auditors. This proposal should be submitted to the general meeting of shareholders for approval when there is a change of external auditors, and review the external audit fees and recommend it for approval by the Board;

(i) monitor and assess the external auditors' independence and keep the nature and extent of non-audit services provided by the external auditors under review to ensure the external auditors' independence or objectivity is not impaired;

(j) to review interested person transactions (IPTs) falling within the scope of the Catalist Rules;

(k) to undertake such other reviews and projects as may be requested by the Board; and

(l) to undertake such other functions and duties as may be required by statute or the Catalist Rules, and by such amendments made thereto from time to time.

The AC has put in place a whistle-blowing policy whereby employees may, in confidence, report possible improprieties which may cause financial or non-financial loss of the Company. Whistle blowers could email to the Chairman of the AC directly and in confidence, and his/her identity is protected from reprisals within the limit of the law.

The AC has full access to and co-operation from Management and full discretion to invite any Director or executive officer to attend its meetings, and has been given resources to enable the AC to discharge its functions properly. The internal and external auditors have direct and unrestricted access to the Chairman of the AC and the Chairman of the Board.

The AC meets with the external auditors and the internal auditors separately, at least once a year, without the presence of Management to review any matter that might be raised.

The aggregate audit fees paid and payable to the external auditors, Ernst & Young, for the financial year ended 31 December 2013 amounted to US$105,000. There were no non-audit services provided by the Company's external auditors for the period under review. The AC is satisfied with the independence and objectivity of the external auditors.

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The Company has complied with Rules 712 and 715 of the Catalist Rules in relation to the appointments of its external auditors. Having satisfied as to the foregoing and that Rule 712 of the Catalist Rules has been complied with, the AC has recommended the re-appointment of Ernst & Young LLP as external auditors at the forthcoming AGM.

In addition to the activities undertaken to fulfil its responsibilities, the AC is kept abreast by the Management, external and internal auditors on changes to accounting standards, stock exchange rules and other codes and regulations which could have an impact on the Group's business and financial statements.

Internal Audit

Principle 13: The Company should establish an effective internal audit function that is adequately resourced and independent of the activities it audits.

The Company's internal audit function is outsourced to Horwath MAK, a member firm of Crowe Horwath International. Horwath MAK reports directly to the Chairman of the AC. The main objective of the internal audit function is to assist the Group in evaluating and testing the effectiveness of internal controls and to reduce the risk that the Group might not achieve its business objectives. The AC approves the hiring, removal, evaluation and compensation of the internal auditor. The internal auditor has unfettered access to all the Company's documents, records, properties and personnel, including access to the AC.

Horwath MAK is a corporate member of the Institute of Internal Auditors Singapore and staffed with professionals with relevant qualifications and experience. Horwath MAK is a member of the Singapore branch of the Institute of Internal Auditors ("**IIA**"), an internal professional association for internal auditors which has its headquarters in the United States of America. The audit work carried out is guided by the International Standards for the Professional Practice of Internal Auditing ("**IIA Standards**") laid down in the International Professional Practices Framework issued by the IIA.

The internal auditor plans its internal audit schedules in consultation with, but independent of, Management. The internal audit plan is submitted to the AC at the beginning of the financial year for approval prior to the commencement of the internal audit work. In addition, the internal auditor may be involved in ad-hoc projects initiated by Management which require the assurance of the internal auditor in specific areas of concern.

D. SHAREHOLDERS RIGHTS AND RESPONSIBILITIES

Shareholder Rights

Principle 14: Companies should treat all shareholders fairly and equitably, and should recognise, protect and facilitate the exercise of shareholders' rights, and continually review and update such governance arrangements.

The Company treats all shareholders fairly and equitably, and recognises, protects and facilitates the exercise of shareholders' rights. Furthermore, the Company continually reviews and updates such governance arrangement.

Shareholders are informed of changes in the Company's businesses that are likely to materially affect the value of the Company's shares.

At general meetings of the Company, shareholders are given the opportunity to participate effectively in and vote at general meetings. Shareholders are informed of the rules, including voting procedures, that govern General Meetings. In accordance with the Articles of Association of the Company, shareholders may appoint not more than two (2) proxies to attend and vote at the general meetings in their absence. All shareholders are allowed to vote in person or by proxy. Central Provident Fund investors of the Company's securities may attend shareholders' meetings as observers provided they have submitted to do so with the agent banks within the specified time frame.

Communication with Shareholders

Principle 15: Companies should actively engage their shareholders and put in place an investor relations policy to promote regular, effective and fair communication with shareholders.

The Company is committed to regular and proactive communication with its shareholders. It is the Board's policy that the shareholders be informed of the major developments that impact the Group. The Board embraces openness and transparency in the conduct of the Company's affairs, whilst safeguarding its commercial interests.

Information is communicated to shareholders on a timely basis through:

(a) SGXNET releases and press releases;

(b) annual reports that are prepared and issued to all shareholders; and

(c) quarterly and annual financial statements containing a summary of the financial information and affairs of the Group for the period.

To further enhance its communication with investors, the Company's website http://www.atlanticnavigation.com/ allows the public to access information on the Group directly. In addition, the Company also has an investor relations email address (ir@amguae.net) available on the Company's website to attend to the emails and requests from the public.

General meetings have been and are still the principal forum for dialogue with shareholders. At these meetings, shareholders are able to engage the Board and Management on the Group's business activities, financial performance and other business-related matters. The Company could also gather views or inputs and address shareholders' concerns at general meetings.

The Company currently does not have a dividend policy. The form, frequency and amount of dividend declared each year will take into consideration the Group's profit growth, cash position, positive cash flows generated from operations, projected capital requirements for business growth and other factors as the Board may deem appropriate.

Conduct of Shareholder Meetings

Principle 16: Companies should encourage greater shareholder participation at general meetings, and allow shareholders the opportunity to communicate their views on various matters affecting the Company.

Shareholders have the opportunity to participate effectively in and to vote at the AGMs or general meetings either in person or by proxy.

Resolutions on each distinct issue are tabled separately at general meetings.

Shareholders are encouraged to attend the Company's AGM or general meetings to clarify issues and to share their opinions or concerns. The Board, including the respective Chairmen of the AC, NC and RC, external auditors and Management will normally be in attendance to address shareholders' queries relating to the work of these Board Committees.

The Company Secretary prepares minutes of general meetings relating to the agenda of the meetings, and makes these minutes, subsequently approved by the Board, available to shareholders during office hours.

For greater transparency, the Company would institute electronic poll voting and all resolutions are put to vote by electronic poll at its AGMs and general meetings commencing from 1 August 2015. Announcement of the detailed results of the number of votes cast for and against each resolution and the respective percentages will also be made on the same day.

Dealings in Securities

The Company has in place a policy prohibiting share dealings by officers of the Company for the period of two (2) weeks prior to the announcement of the Company's quarterly results and one (1) month prior to the announcement of the full year results as the case may be, and ending on the date of the announcement of the relevant results. Directors and employees who are in possession of unpublished material price-sensitive information of the Group should not deal in the Company's securities on short term considerations. Directors and employees are expected to observe the insider trading laws at all times even when dealing in securities within the permitted trading periods.

Non-Sponsor Fees

In compliance with Rule 1204(21) of the Catalist Rules, there were no non-sponsor fees paid to the Sponsor, Canaccord Genuity Singapore Pte. Ltd., for the financial year ended 31 December 2013.

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Interested Person Transactions

The Company has established review and approval procedures to ensure that interested person transactions entered into by the Group are conducted on normal terms and are not prejudicial to the interests of shareholders.

The AC has reviewed the rationale and terms of the Group's interested person transactions and is of the view that the interested person transactions are entered on normal terms and are not prejudicial to the interests of shareholders.

The aggregate values of interested person transactions entered into as at financial year ended 31 December 2013 were as follows:

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920(1)(a)	Aggregate value of all interested person transactions conducted under the shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000)
	US$'000	US$'000
Sealantic Co. FZC	1,213	–

Subsequent to the last Annual General Meeting of the Company held on 29 April 2013, the Group does not have any general mandate from shareholders for interested person transactions.

Material Contracts

Mr Wong Siew Cheong had extended a US$2.0 million unsecured loan to the Group at 2.5% per annum in July 2012. The loan was fully repaid in June 2013. Save as disclosed, there were no material contracts entered into by the Company or the Group involving the interest of the Company's key executive officers, Directors or controlling shareholders during the financial year ended 31 December 2013.

Directors' Report

The directors are pleased to present their report to the members together with the audited consolidated financial statements of Atlantic Navigation Holdings (Singapore) Limited (the "Company") and its subsidiaries (collectively, the "Group") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2013.

1. Directors

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

Wong Siew Cheong	Executive Chairman and CEO
Tong Choo Cherng	Executive Director (Finance)
Lee Kah Hoo	Lead Independent Director
Eu Lee Koon	Independent Director
Goh Boon Chye	Independent Director

2. Arrangements to enable directors to acquire shares and debentures

Except as described in paragraph five below, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

3. Directors' interests in shares and debentures

The following directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act, Chapter 50, an interest in shares of the Company and related corporations (other than wholly-owned subsidiaries) as stated below:

	Direct interest		Deemed interest	
Name of director	**At the beginning of financial year**	**At the end of financial year**	**At the beginning of financial year**	**At the end of financial year**
Ordinary shares of the Company				
Wong Siew Cheong	173,000,000	173,099,000	33,375,000	33,375,000

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2014.

Except as disclosed in this report, no director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning of the financial year or at the end of the financial year.

4. Directors' contractual benefits

Except as disclosed in the financial statements, since the end of the previous financial year, no director of the Company 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 the director is a member, or with a company in which the director has a substantial financial interest.

Directors' Report

5. Share plans

In developing long-term incentive schemes, the Company's main objectives are to provide its employees an opportunity to participate in the equity of the Company and to enhance its competitive edge in attracting, recruiting and retaining talented key senior management and employees. In line with these objectives, the Company has adopted the following schemes (collectively, the "Atlantic New Share Schemes"):

Atlantic Employee Share Option Scheme ("Atlantic ESOS")

The Company has adopted the Atlantic ESOS (previously known as Fastube ESOS), which was approved by shareholders at the Extraordinary General Meeting held on 18 November 2008. Under the Scheme, the number of additional ordinary shares to be issued pursuant to the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company but subject to the aggregate number of shares available under all schemes (including Atlantic ESOS, Atlantic PSP (as defined herein) and Atlantic RSP (as defined herein)) not exceeding 15% of total number of issued shares, from time to time. No options have been granted under the Atlantic ESOS during the financial year ended 31 December 2013.

On 30 January 2014, the Company granted 4,050,000 share options under the Atlantic ESOS. 2,025,000 share options are exercisable between the period from 30 January 2015 to 29 January 2019, and the remaining 2,025,000 share options are exercisable between the period from 30 January 2016 to 29 January 2019, at the exercise price of S$0.34 if the vesting conditions are met. The estimated fair value of the options granted is approximately S$405,000 (equivalent to US$319,000). Details of share options granted to the directors of the Company are as follows:

Name of director	Number of options
Tong Choo Cherng	750,000
Lee Kah Hoo	260,000
Eu Lee Koon	260,000
Goh Boon Chye	260,000
Total	1,530,000

Atlantic Performance Share Plan ("Atlantic PSP")

The Company has adopted the Atlantic PSP (previously known as Fastube PSP), which was approved by the shareholders at the Extraordinary General Meeting held on 18 November 2008. Under the Scheme, the number of additional ordinary shares to be issued pursuant to the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company but subject to the aggregate number of shares available under all schemes (including Atlantic ESOS, Atlantic PSP and Atlantic RSP (as defined herein)) not exceeding 15% of total number of issued shares, from time to time. No performance shares have been granted under the Atlantic PSP during the financial year ended 31 December 2013.

Atlantic Navigation Restricted Share Plan ("Atlantic RSP")

The Company has adopted the Atlantic RSP (previously known as Fastube RSP), which was approved by shareholders of the Company at the Extraordinary General Meeting held on 18 November 2008. Under the Scheme, the number of additional ordinary shares to be issued pursuant to the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company but subject to the aggregate number of shares available under all schemes (including Atlantic ESOS, Atlantic PSP and Atlantic RSP) not exceeding 15% of total number of issued shares, from time to time. No share awards have been granted under the Atlantic RSP during the financial year ended 31 December 2013.

At the date of this report, the committee which administers the Atlantic ESOS, Atlantic PSP and Atlantic RSP comprises Mr Eu Lee Koon, Mr Wong Siew Cheong and Mr Tong Choo Cherng.

5. Share plans (cont'd)

Since the commencement of the employee share option plans till the end of the financial year:

- No options have been granted to the controlling shareholders of the Company and their associates
- No participant has received 5% or more of the total options available under the plans
- No options have been granted to directors and employees of the holding company and its subsidiaries
- No options that entitle the holder to participate, by virtue of the options, in any share issue of any other corporation have been granted
- No options have been granted at a discount

No options were issued by the Company or its subsidiaries during the financial year. As at 31 December 2013, there are no options on the unissued shares of the Company or its subsidiaries which were outstanding.

6. Audit committee

The members of the Audit Committee ("AC") at the date of this report are:

Goh Boon Chye (Chairman)	Independent Director
Lee Kah Hoo (Member)	Lead Independent Director
Eu Lee Koon (Member)	Independent Director

The AC carried out its functions in accordance with the Listing Manual of the Singapore Exchange Securities Trading Limited and the Code of Corporate Governance. The functions performed and further details are set out in the Corporate Governance Report.

The AC has nominated Ernst & Young LLP for re-appointment as auditor of the Company at the forthcoming Annual General Meeting.

7. Auditor

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the board of directors:

Wong Siew Cheong
Director

Tong Choo Cherng
Director

28 March 2014

Statement by Directors

We, Wong Siew Cheong and Tong Choo Cherng, being two of the directors of Atlantic Navigation Holdings (Singapore) Limited, do hereby state that, in the opinion of the directors,

(i) the accompanying statements of financial position, consolidated statement of comprehensive income, statements of changes in equity and consolidated statement of cash flows together with notes thereto are drawn up 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 2013 and the results of the business, changes in equity and cash flows of the Group and the changes in equity of the Company for the year ended on that date, and

(ii) 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.

On behalf of the board of directors:

Wong Siew Cheong
Director

Tong Choo Cherng
Director

28 March 2014

Independent Auditor's Report

to the Members of Atlantic Navigation Holdings (Singapore) Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Atlantic Navigation Holdings (Singapore) Limited (the "Company") and its subsidiaries (collectively, the "Group"), set out on pages 30 to 73, which comprise the statements of financial position of the Group and the Company as at 31 December 2013, the statements of changes in equity of the Group and the Company and the consolidated statement of comprehensive income and consolidated 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, Chapter 50 (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 judgment, 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 control 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 control. 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 statement of financial position and statement of changes in equity 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 2013 and the results, changes in equity and cash flows of the Group and the changes in equity of the Company for the year ended on that date.

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 have been properly kept in accordance with the provisions of the Act.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
28 March 2014

Consolidated Statement of Comprehensive Income

for the financial year ended 31 December 2013

Amounts expressed in United States Dollars)

	Note	2013 US$'000	2012 US$'000
Revenue	4	46,976	35,347
Cost of services		(27,355)	(24,341)
Gross profit		19,621	11,006
Finance income	5	4	–
Other income	6	372	235
Other items of expense			
Marketing and distribution expenses		(142)	(48)
Administrative expenses		(5,546)	(3,787)
Finance costs	5	(1,336)	(1,427)
Non-operating expenses	7	–	(5,369)
Profit before tax	8	12,973	610
Income tax expense	9	–	–
Profit for the year attributable to owners of the Company		12,973	610
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss			
Gain on fair value changes in derivatives		94	318
Total comprehensive income for the year attributable to owners of the Company		13,067	928
Earnings per share attributable to owners of the Company (US$ cents)			
Basic and diluted	10	4.98	0.25

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Financial Position

as at 31 December 2013

(Amounts expressed in United States Dollars)

	Note	Group 2013 $'000	Group 2012 $'000	Company 2013 $'000	Company 2012 $'000
ASSETS					
Non-current assets					
Property, vessels and equipment	11	75,348	74,048	–	–
Investment in subsidiaries	12	–	–	66,741	66,741
Prepayments		212	178	–	–
		75,560	74,226	66,741	66,741
Current assets					
Inventories	13	226	230	–	–
Trade and other receivables	14	13,958	10,281	7,622	7,894
Prepayments		242	565	–	–
Cash and cash equivalents	15	7,285	7,493	680	814
Bank deposits pledged	15	2,941	136	–	–
		24,652	18,705	8,302	8,708
Total assets		100,212	92,931	75,043	75,449
EQUITY AND LIABILITIES					
Current liabilities					
Trade and other payables	19	3,745	18,126	127	147
Other liabilities	20	3,245	1,242	60	61
Derivatives	16	157	215	–	–
Loans and borrowings	17	8,284	4,904	–	–
		15,431	24,487	187	208
Net current assets/(liabilities)		9,221	(5,782)	8,115	8,500
Non-current liabilities					
Provisions	18	247	486	–	–
Derivatives	16	49	85	–	–
Loans and borrowings	17	13,354	9,809	–	–
		13,650	10,380	–	–
Total liabilities		29,081	34,867	187	208
Net assets		71,131	58,064	74,856	75,241

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Financial Position

as at 31 December 2013

(Amounts expressed in United States Dollars)

		Group		Company	
	Note	2013	2012	2013	2012
		$'000	$'000	$'000	$'000
Equity attributable to owners of the Company					
Share capital	21	12,370	12,370	85,534	85,534
Other reserves	22	53	(41)	–	–
Retained earnings/(accumulated losses)		58,708	45,735	(10,678)	(10,293)
Total equity		71,131	58,064	74,856	75,241
Total equity and liabilities		100,212	92,931	75,043	75,449

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Changes in Equity

for the financial year ended 31 December 2013

(Amounts expressed in United States Dollars)

Group	Equity, total US$'000	Share capital (Note 21) US$'000	Other reserves (Note 22) US$'000	Retained earnings US$'000
	Attributable to owners of the Company			
Balance at 1 January 2013	58,064	12,370	(41)	45,735
Profit for the year	12,973	–	–	12,973
Other comprehensive income				
Gain on fair value changes in derivatives	94	–	94	–
Total comprehensive income for the year	13,067	–	94	12,973
Balance at 31 December 2013	71,131	12,370	53	58,708
Balance as at 1 January 2012	44,766	– *	(359)	45,125
Profit for the year	610	–	–	610
Other comprehensive income				
Gain on fair value changes in derivatives	318	–	318	–
Total comprehensive income for the year	928	–	318	610
Contributions by and distributions to owners				
Consideration shares issued in relation to the reverse acquisition	3,657	3,657	–	–
Issuance of shares for compliance placement	8,842	8,842	–	–
Issuance of shares as consideration for compliance placement fees	1,544	1,544	–	–
Share issuance expense	(1,673)	(1,673)	–	–
Total transactions with owners in their capacity as owners	12,370	12,370	–	–
Balance at 31 December 2012	58,064	12,370	(41)	45,735

* Less than US$1,000

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Changes in Equity

for the financial year ended 31 December 2013

(Amounts expressed in United States Dollars)

Company	Equity, total US$'000	Share capital (Note 21) US$'000	Other reserves (Note 22) US$'000	Share award reserve (Note 22) US$'000	Foreign currency translation reserve (Note 22) US$'000	Accumulated losses US$'000
	Attributable to owners of the Company					
Balance at 1 January 2013	75,241	85,534	–	–	–	(10,293)
Profit for the year, representing total comprehensive income for the year	(385)	–	–	–	–	(385)
Balance at 31 December 2013	74,856	85,534	–	–	–	(10,678)
Balance as at 1 January 2012	(5,205)	10,289	632	20	612	(16,126)
Profit for the year, representing total comprehensive income for the year	5,012	–	–	–	–	5,012
<u>Contributions by and distributions to owners</u>						
Change in estimates in relation to share award scheme	(20)	–	(20)	(20)	–	–
Issuance of shares for acquisition of subsidiaries	66,741	66,741	–	–	–	–
Issuance of shares for compliance placement	8,842	8,842	–	–	–	–
Issuance of shares as consideration for compliance placement fees	1,544	1,544	–	–	–	–
Share issuance expense	(1,673)	(1,673)	–	–	–	–
Effect of change in functional currency	–	(209)	(612)	–	(612)	821
Total transactions with owners in their capacity as owners	75,434	75,245	(632)	(20)	(612)	821
Balance at 31 December 2012	75,241	85,534	–	–	–	(10,293)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Consolidated Statement of Cash Flows

for the financial year ended 31 December 2013

(Amounts expressed in United States Dollars)

	Note	2013 US$'000	2012 US$'000
Operating activities			
Profit before tax		12,973	610
Adjustments for:			
Net gain on disposal of property, vessels and equipment	6	(10)	(29)
Net gain on disposal of investment securities	6	–	(40)
Interest income	5	(4)	–
Depreciation of property, vessels and equipment	8	4,414	3,006
Allowance for doubtful debts, net	8	167	134
Finance costs	5	1,336	1,427
Provisions	18	136	96
Impairment loss on property, vessels and equipment	11	200	–
Share-based payment as consideration for services rendered	7	–	154
Listing expenses	7	–	3,657
Operating cash flows before changes in working capital		19,212	9,015
Changes in working capital:			
Decrease/(increase) in inventories		4	305
Increase in trade and other receivables		(3,844)	(2,825)
Decrease/(increase) in prepayments		289	(331)
(Decrease)/increase in trade and other payables		(12,756)	15,250
Increase in other liabilities		2,003	291
Total changes in working capital		(14,304)	12,690
Cash generated from operations		4,908	21,705
Interest received		4	–
Interest paid		(1,336)	(1,427)
Net cash flows from operating activities		3,576	20,278
Investing activities			
Purchase of property, vessels and equipment	11	(5,922)	(23,500)
Proceeds from disposal of property, vessels and equipment		18	3,800
Proceeds from disposal of investment securities		–	163
Net cash flows used in investing activities		(5,904)	(19,537)
Financing activities			
Proceeds from loan from a shareholder		–	2,000
Repayment of loan from a shareholder		(2,000)	–
Proceeds from loans and borrowings		13,519	–
Repayment of loans and borrowings		(6,594)	(5,488)
(Increase)/decrease in bank deposits pledged		(2,805)	1,919
Proceeds from issuance of shares for compliance placement		–	8,842
Share issuance expense		–	(1,540)
Net cash flows from financing activities		2,120	5,733
Net (decrease)/increase in cash and cash equivalents		(208)	6,474
Cash and cash equivalents at 1 January		7,493	1,019
Cash and cash equivalents at 31 December	15	7,285	7,493

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Notes to the Financial Statements

for the financial year ended 31 December 2013

1. Corporate information

1.1 *The Company*

The former name of the Company is Fastube Limited. Upon the completion of a reverse acquisition on 31 July 2012, the Company's name was changed to Atlantic Navigation Holdings (Singapore) Limited which is a limited liability company incorporated and domiciled in Singapore. The Company is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST").

The registered office of the Company is at 6 Battery Road #10-01, Singapore 049909. The principal place of business of the Group is located at P. O. Box 41957, Hamriyah Free Zone, Sharjah, United Arab Emirates.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are disclosed in Note 12 to the financial statements.

1.2 *Reverse acquisition undertaken by the Company (the "Reverse Acquisition")*

On 13 March 2011, Atlantic Navigation Holdings (Singapore) Limited (the "Company") had entered into a sale and purchase agreement with the then-controlling shareholders of the Company (the "Purchasers") to dispose of the Company's then-existing subsidiaries and its existing business to the Purchasers at a purchase consideration of S$1 (equivalent to US$0.80) (the "Disposal"). The Disposal was subsequently completed on 31 July 2012 and pursuant to the Disposal, the Company became a non-trading shell company.

On 31 July 2012, the Company also completed the acquisition of the entire issued and paid-up capital of Atlantic Navigation Holdings Inc. ("ANH Inc.") and its subsidiaries (collectively, the "Atlantic Group") (the "Acquisition"). The Acquisition resulted in a Reverse Takeover ("RTO") of the Company.

The Acquisition has been accounted as a RTO and the legal subsidiaries, the Atlantic Group, is regarded as the acquirer and the Company, previously known as Fastube Limited ("Fastube") before completion on 31 July 2012, is regarded as the acquiree for accounting purposes. As such, the consolidated financial statements have been prepared and presented as a continuation of the Atlantic Group's financial statements.

The purchase consideration was satisfied by the allotment and issuance of 228,125,000 new shares at S$0.36 (equivalent to US$0.29) per share in the capital of the Company on 31 July 2012.

The shares in the Company were consolidated on 31 July 2012 on the basis of one share for every 10 shares held by shareholders ("Share Consolidation"). The number of consolidated shares to which shareholders are entitled arising from the Share Consolidation were rounded down to the nearest whole consolidated share, and any fractions of consolidated shares arising from the Share Consolidation were disregarded.

At Group level

The acquisition of the Atlantic Group has been accounted for in the consolidated financial statements as a reverse acquisition involving a non-trading shell company. This transaction has been accounted for in the consolidated financial statements as a share-based transaction as described in FRS 102 *Share-based Payment* where the Atlantic Group was deemed to have issued shares in exchange for the net assets/liabilities in the Company together with the listing status of the Company. The cost of acquisition is determined using the fair value of the issued equity of the Company before the acquisition, being 12,500,000 consolidated shares at the market price of S$0.36 (equivalent to US$0.29) per share at the date of acquisition, amounting to approximately US$3,657,000. The listing status did not qualify for recognition as an intangible asset, and accordingly, the cost of the reverse acquisition (net of assets/liabilities acquired) of US$3,657,000 had been expensed off in the consolidated statement of comprehensive income for the financial year ended 31 December 2012.

1. Corporate information (cont'd)

1.2 ***Reverse acquisition undertaken by the Company (the "Reverse Acquisition") (cont'd)***

At Group level (cont'd)

Since such consolidated financial statements represent a continuation of the financial statements of the Atlantic Group:

(a) the assets and liabilities of the Atlantic Group are recognised and measured in the statement of financial position of the Group at their pre-acquisition carrying amounts;

(b) the assets and liabilities of the Company are recognised and measured in the consolidated statement of financial position at their acquisition-date fair values;

(c) the accumulated profits and other equity balances recognised in the consolidated financial statements are the accumulated profits and other equity balances of the Atlantic Group immediately before the reverse acquisition;

(d) the amount recognised as issued equity instruments in the consolidated financial statements is determined by adding to the issued equity of the Atlantic Group immediately before the reverse acquisition to the costs of the reverse acquisition. However, the equity structure appearing in the consolidated financial statements (i.e. the number and type of equity instruments issued) reflect the equity structure of the legal parent (i.e. the Company), including the equity instruments issued by the Company to effect the reverse acquisition;

(e) the consolidated statement of comprehensive income for the financial year ended 31 December 2012 reflects the full year results of Atlantic Group together with the post-acquisition results of the Company; and

(f) the comparative figures presented in these consolidated financial statements are those of the Atlantic Group.

At Company level

Reverse acquisition accounting applies only to the consolidated financial statements at the Group level. Therefore, in the Company's separate financial statements, the investment in the legal subsidiaries (the Atlantic Group) is accounted for at cost less accumulated impairment losses, if any, in the Company's statement of financial position.

2. Summary of significant accounting policies

2.1 ***Basis of presentation***

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards ("FRS").

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in United States Dollars ("USD" or "US$") and all values are rounded to the nearest thousand (US$'000) except where otherwise indicated.

2.2 ***Changes in accounting policies***

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2013. The adoption of these standards did not have any effect on the financial performance or position of the Group and the Company.

According to the transitional provisions of FRS 113 *Fair Value Measurement*, FRS 113 has been applied prospectively by the Group on 1 January 2013.

2. Summary of significant accounting policies (cont'd)

2.3 *Standards issued but not yet effective*

The Group has not adopted the following standards that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Revised FRS 27 *Separate Financial Statements*	1 January 2014
Revised FRS 28 *Investments in Associates and Joint Ventures*	1 January 2014
Amendments to FRS 32 *Offsetting Financial Assets and Financial Liabilities*	1 January 2014
Amendments to FRS 36 *Recoverable Amount Disclosures for Non-financial Assets*	1 January 2014
Amendments to FRS 39 *Novation of Derivatives and Continuation of Hedge Accounting*	1 January 2014
FRS 110 *Consolidated Financial Statements*	1 January 2014
FRS 111 *Joint Arrangements*	1 January 2014
FRS 112 *Disclosure of Interests in Other Entities*	1 January 2014
FRS 110, FRS 111 and FRS 27 *Amendments to FRS 110, FRS 111 and FRS 27: Investment Entities*	1 January 2014
FRS 110, FRS 111 and FRS 112 *Amendments to the transition guidance of FRS 110 Consolidated Financial Statements, FRS 111 Joint Arrangements and FRS 112 Disclosure of Interests in Other Entities*	1 January 2014
INT FRS 121 *Levies*	1 January 2014
Amendments to FRS 19 *Defined Benefit Plans: Employee Contributions*	1 July 2014
Improvements to FRSs 2014	
– Amendments to FRS 16 *Property, Plant and Equipment*	1 July 2014
– Amendments to FRS 24 *Related Party Disclosures*	1 July 2014
– Amendments to FRS 102 Share-based Payment	1 July 2014
– Amendments to FRS 103 Business Combinations	1 July 2014
– Amendments to FRS 108 Operating Segments	1 July 2014
– Amendments to FRS 113 Fair Value Measurement	1 July 2014

The directors expect that the adoption of the standards above will have no material impact on the financial statements in the period of initial application.

2.4 *Basis of consolidation and business combinations*

(a) *Basis of consolidation*

Basis of consolidation from 1 January 2010

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

2. Summary of significant accounting policies (cont'd)

2.4 *Basis of consolidation and business combinations (cont'd)*

(a) *Basis of consolidation (cont'd)*

Basis of consolidation from 1 January 2010 (cont'd)

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

– De-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;

– De-recognises the carrying amount of any non-controlling interest;

– De-recognises the cumulative translation differences recorded in equity;

– Recognises the fair value of the consideration received;

– Recognises the fair value of any investment retained;

– Recognises any surplus or deficit in profit or loss;

– Re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

Basis of consolidation prior to 1 January 2010

Certain of the above-mentioned requirements were applied on a prospective basis. The following differences, however, are carried forward in certain instances from the previous basis of consolidation:

– Acquisition of non-controlling interests, prior to 1 January 2010, were accounted for using the parent entity extension method, whereby, the difference between the consideration and the book value of the share of the net assets acquired were recognised in goodwill.

– Losses incurred by the Group were attributed to the non-controlling interest until the balance was reduced to nil. Any further losses were attributed to the Group, unless the non-controlling interest had a binding obligation to cover these. Losses prior to 1 January 2010 were not reallocated between non-controlling interest and the owners of the Company.

– Upon loss of control, the Group accounted for the investment retained at its proportionate share of net asset value at the date control was lost. The carrying value of such investments as at 1 January 2010 have not been restated.

(b) *Business combinations*

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in accordance with FRS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it is not to be remeasured until it is finally settled within equity.

Notes to the Financial Statements

for the financial year ended 31 December 2013

2. Summary of significant accounting policies (cont'd)

2.4 *Basis of consolidation and business combinations (cont'd)*

(b) *Business combinations (cont'd)*

In business combinations achieved in stages, previously held equity interests in the acquiree are remeasured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any), that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation, is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another FRS.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

2.5 *Functional and foreign currency*

(a) *Functional currency*

The financial statements are presented in US$, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

On 1 August 2012, the Company changed its functional currency from Singapore Dollars ("S$") to US$. This is due to a change in circumstances affecting the operations and funding of the Company pursuant to the RTO, as any funding of the Company via dividend income received from its subsidiaries from 1 August 2012 onwards would be in US$. In accordance with FRS 21 *The Effects of Changes in Foreign Exchange Rates*, the change is applied prospectively from 1 August 2012. The change did not result in any material impact to the financial performance or position of the Group.

(b) *Transactions and balances*

Transactions in foreign currencies are measured in the functional currency of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss on disposal of the foreign operation.

2.6 *Property, vessels and equipment*

All items of property, vessels and equipment are initially recorded at cost. Subsequent to recognition, property, vessels and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost includes the cost of replacing part of the property, vessels and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, vessel and equipment. The accounting policy for borrowing costs is set out in Note 2.14. The cost of an item of property, vessel and equipment is recognised as an asset if, and only if, 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.

2. Summary of significant accounting policies (cont'd)

2.6 *Property, vessels and equipment (cont'd)*

When significant parts of property, vessels and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the vessels and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Vessels	15 to 25 years
Drydocking	5 years
Machinery and equipment	3 to 5 years
Motor vehicles	3 to 5 years
Office equipment	3 to 5 years

Capital work-in-progress is not depreciated as it is not yet available for use.

The carrying values of property, vessels and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of property, vessel and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on de-recognition of the asset is included in profit or loss in the year the asset is derecognised.

2.7 *Impairment of non-financial assets*

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows expected to be generated by the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognised in profit or loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed 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. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

Notes to the Financial Statements

for the financial year ended 31 December 2013

2. Summary of significant accounting policies (cont'd)

2.8 *Subsidiaries*

A subsidiary is an entity over which the Group has the power to govern the financial and operating policies so as to obtain benefits from its activities.

In the Company's separate financial statements, investment in subsidiaries is accounted for at cost less impairment losses.

2.9 *Financial Instruments*

(a) *Financial assets*

Initial recognition and measurement

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

(i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by FRS 39. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value of the financial assets are recognised in profit or loss. Net gains or net losses on financial assets at fair value through profit or loss include exchange differences, interest and dividend income.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

(ii) Loans and receivables

Non-derivative financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, and through the amortisation process.

De-recognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

2. Summary of significant accounting policies (cont'd)

2.9 *Financial Instruments (cont'd)*

(a) *Financial assets (cont'd)*

Regular way purchase or sale of financial asset

All regular way purchases and sales of financial assets are recognised or derecognised on the trade date i.e., the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned.

(b) *Financial liabilities*

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

(i) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value of the financial liabilities are recognised in profit or loss.

(ii) Financial liabilities at amortised cost

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

(c) *Offsetting of financial instruments*

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheets, when and only when, there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2. Summary of significant accounting policies (cont'd)

2.10 *Impairment of financial assets*

The Group assesses at each reporting date whether there is any objective evidence that a financial asset is impaired.

(a) *Financial assets carried at amortised cost*

For financial assets carried at amortised cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss on financial assets carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account. The impairment loss is recognised in profit or loss.

When the asset becomes uncollectible, the carrying amount of the impaired financial asset is reduced directly or if an amount was charged to the allowance account, the amounts charged to the allowance account are written off against the carrying value of the financial asset.

To determine whether there is objective evidence that an impairment loss on financial assets has been incurred, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in profit or loss.

(b) *Financial assets carried at cost*

If there is objective evidence (such as significant adverse changes in the business environment where the issuer operates, probability of insolvency or significant financial difficulties of the issuer) that an impairment loss on financial assets carried at cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed in subsequent periods.

2.11 *Cash and cash equivalents*

Cash and cash equivalents comprise cash at bank and on hand, demand deposits, and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.12 *Inventories*

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for on a first-in first-out basis.

Where necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2. Summary of significant accounting policies (cont'd)

2.13 ***Provisions***

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.14 ***Borrowing costs***

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.15 ***Employee benefits***

(a) *Employee leave entitlement*

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the reporting period is recognised for services rendered by employees up to the end of the reporting period. The net total of service costs, net interest on the liability and remeasurement of the liability are recognised in profit or loss.

(b) *Employees' end of service benefits*

The Group makes provision for end of service benefits in accordance with the UAE Labour Law. The entitlement to these benefits is based upon the employees' salary and length of service, subject to the completion of a minimum service period. The expected costs of these benefits are accrued over the period of entitlement.

2.16 ***Leases***

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date: whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

(a) *As lessee*

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

(b) *As lessor*

Leases where the Group retains substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. The accounting policy for operating lease income (time charter income) is set out in Note 2.17(a).

2. Summary of significant accounting policies (cont'd)

2.17 ***Revenue***

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the fair value of consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Group assesses its revenue arrangements to determine if it is acting as principal or agent. The following specific recognition criteria must also be met before revenue is recognised:

(a) *Marine logistics services*

Marine logistics services consist of services provided for time charter and voyage charter services.

(i) Time charter

Revenue arising from chartering of vessels is calculated on a time apportionment basis in accordance with the terms and conditions of the charter agreement. Charter income is deferred to the extent that conditions necessary for its realisation have yet to be fulfilled.

(ii) Voyage charter

Revenue arising from voyage charter is recognised upon the completion of the voyage.

(b) *Ship repair, fabrication and other related marine services*

Revenue from the provision of ship repair, fabrication and other marine related services are recognised by the stage of completion at the end of each reporting period. Stage of completion is determined by reference to labour hours incurred to date as a percentage of total estimated labour hours for each contract. Where contract outcome cannot be measured reliably, revenue is recognised to the extent of the expenses recognised that are recoverable.

(c) *Interest income*

Interest income is recognised on an accrual basis using the effective interest method.

2.18 ***Hedge accounting***

The Group applies hedge accounting for certain hedging relationships which qualify for hedge accounting.

For the purpose of hedge accounting, hedges are classified as:

- fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment (except for foreign currency risk); or

- cash flow hedges when hedging exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment; or

- hedges of a net investment in a foreign operation.

At the inception of a hedging relationship, the Group formally designates and documents the hedging relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

2. Summary of significant accounting policies (cont'd)

2.18 *Hedge accounting (cont'd)*

Hedges which meet the strict criteria for hedge accounting are accounted for as follows:

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised directly in other comprehensive income in hedging reserve, while any ineffective portion is recognised immediately in profit or loss in other expenses.

Amounts recognised as other comprehensive income are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. Where the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as other comprehensive income are transferred to the initial carrying amount of the non-financial asset or liability.

If the forecast transaction or firm commitment is no longer expected to occur, the cumulative gain or loss previously recognised in equity is transferred to profit or loss. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked, any cumulative gain or loss previously recognised in other comprehensive income remains in other comprehensive income until the forecast transaction or firm commitment affects profit or loss.

2.19 *Segment reporting*

For management purposes, the Group is organised into operating segments based on their services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Group who regularly reviews the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 29, including the factors used to identify the reportable segments and the measurement basis of segment information.

2.20 *Share capital and share issue expenses*

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.21 *Contingencies*

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group, or

(b) a present obligation that arises from past events but is not recognised because:

  (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

  (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the balance sheet of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

2. Summary of significant accounting policies (cont'd)

2.22 *Related parties*

A related party is defined as follows:

(a) A person or a close member of that person's family is related to the Group and the Company if that person:

(i) has control or joint control over the Company;

(ii) has significant influence over the Company; or

(iii) is a member of the key management personnel of the Group or Company or of a parent of the Company.

(b) An entity is related to the Group and the Company if any of the following conditions applies:

(i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) both entities are joint ventures of the same third party.

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vi) a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

2.23 *Taxes*

(a) *Current income tax*

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2. Summary of significant accounting policies (cont'd)

2.23 *Taxes (cont'd)*

(b) *Deferred tax*

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

– Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

– In respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

– Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit or loss; and

– In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognised subsequently if new information about facts and circumstances changed. The adjustment would either be treated as a reduction to goodwill (as long as it does not exceed goodwill) if it is incurred during the measurement period or in profit or loss.

(c) *Sales tax*

Revenues, expenses and assets are recognised net of the amount of sales tax except:

– Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

– Receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

3. Significant accounting estimates and judgments

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 *Judgments made in applying accounting policies*

No critical judgments were made by management in the process of applying the Group's accounting policies.

3.2 *Key sources of estimation uncertainty*

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements was prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) *Residual values and useful lives of vessels and equipment*

The Group reviews the residual values and useful lives of vessels and equipment at the end of each reporting period in accordance with the accounting policy stated in Note 2.6. The cost of the vessels and equipment is depreciated on a straight-line basis over the vessels and equipment's estimated useful lives. Management estimates the useful lives of the vessels to be within 15 to 25 years and equipment to be within 3 to 5 years.

Changes in the expected level of usage and technological developments could impact the economic useful lives of the vessels and equipment; therefore future depreciation charges could be revised. The carrying amount of the Group's vessels and equipment at 31 December 2013 was US$71,681,000 (2012: US$53,149,000). A 10% difference in the expected useful lives of these assets from management's estimates would result in approximately 3.2% (2012: 47.3%) variance in the Group's profit before tax.

(b) *Impairment of non-financial assets*

An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes. The carrying value of the Group's non-financial assets at the end of the reporting period is disclosed in Note 11 to the financial statements.

(c) *Impairment of loans and receivables*

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. The carrying amount of the Group's loans and receivables at the end of the reporting period is disclosed in Note 14 to the financial statements.

4. Revenue

	Group 2013 US$'000	Group 2012 US$'000
Marine logistics services:		
- Time charter	44,575	32,188
Ship repair, fabrication and other related marine services	2,401	3,159
	46,976	35,347

Revenue from ship repair, fabrication and other related marine services for uncompleted projects as at the end of the reporting period does not have a significant impact on the Group's financial statements.

5. Finance income and costs

	Group 2013 US$'000	Group 2012 US$'000
Finance income:		
Interest income from bank balance	4	–
Finance costs:		
Interest expense on bank loans	1,314	1,247
Bank charges	22	180
	1,336	1,427

6. Other income

	Group 2013 US$'000	Group 2012 US$'000
Net gain on disposal of property, vessel and equipment	10	29
Net gain on disposal of vessel held for sale	138	–
Net gain on disposal of investment securities	–	40
Claim received for late delivery of vessel	221	132
Miscellaneous income	3	34
	372	235

7. Non-operating expenses

	Note	Group 2013 US$'000	Group 2012 US$'000
Listing expenses		–	3,657
Share-based payment as consideration for services rendered	21	–	154
Other transaction costs incurred in the reverse acquisition	12	–	1,558
		–	5,369

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for the financial year ended 31 December 2013

8. Profit before tax

The following items have been included in arriving at profit before tax:

	Note	Group 2013 US$'000	Group 2012 US$'000
Audit fees paid to:			
- Auditors of the Company		61	61
- Other auditors		44	41
Non-audit fees paid to:			
- Auditors of the Company		–	14
- Other auditors		–	–
Total audit and non-audit fees		105	116
Depreciation of property, vessels and equipment	11	4,414	3,006
Impairment loss on property, vessels and equipment	11	200	–
Employee benefits expense*	23	10,383	7,404
Allowance for doubtful trade debts	14	167	134
Operating lease expense	25(b)	7,693	8,154
Inventories recognised as an expense in cost of services	13	590	495

* Includes directors' remuneration and remuneration of key management personnel as disclosed in Note 24.

9. Income tax expense

Relationship between income tax expense and accounting profit

A reconciliation between income tax expense and the product of accounting profit multiplied by the applicable tax rate for the years ended 31 December 2013 and 2012 is as follows:

	Group 2013 US$'000	Group 2012 US$'000
Profit before tax	12,973	610
Tax at the domestic rates applicable to profits in the countries where the Group operates	(65)	(36)
Adjustment:		
Non-deductible expenses	65	36
Income tax expense recognised in profit or loss	–	–

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

The Company is subject to tax at the applicable rate in accordance with the relevant tax laws and regulations in Singapore. The Company's subsidiaries are either incorporated in BVI or UAE (Note 12). The BVI incorporated subsidiaries are incorporated under the International Business Companies Act of the BVI and accordingly, are exempted from payment of BVI income taxes. According to the relevant UAE laws, the UAE incorporated subsidiaries are not required to pay UAE income taxes.

10. Earnings per share

Basic and diluted earnings per share are calculated by dividing profit for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

	Group	
	2013	2012
	US$'000	US$'000
Profit for the year attributable to owners of the Company	12,973	610
	No. of shares '000	No. of shares '000
Weighted average number of ordinary shares outstanding for basic and diluted earnings per share computation	260,594	240,712
Basic and diluted earnings per share (US$ cents)	4.98	0.25

The diluted earnings per share are the same as the basic earnings per share as there were no outstanding convertible securities for the financial years ended 31 December 2013 and 31 December 2012.

11. Property, vessels and equipment

Group	Vessels	Drydocking	Machinery and equipment	Motor vehicles	Office equipment	Capital work-in-progress	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Cost:							
At 1 January 2012	57,309	396	24	27	–	7,497	65,253
Additions	2,594	–	281	203	79	20,343	23,500
Disposals	(4,300)	–	–	–	–	(63)	(4,363)
Reclassifications	7,433	–	–	–	–	(7,433)	–
At 31 December 2012 and 1 January 2013	63,036	396	305	230	79	20,344	84,390
Additions	2,520	427	–	25	86	2,864	5,922
Disposals	–	–	–	(8)	–	–	(8)
Reclassifications	20,344	–	–	–	–	(20,344)	–
At 31 December 2013	85,900	823	305	247	165	2,864	90,304

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11. Property, vessels and equipment (cont'd)

Group	Vessels	Drydocking	Machinery and equipment	Motor vehicles	Office equipment	Capital work-in-progress	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Accumulated depreciation:							
At 1 January 2012	7,891	27	6	4	–	–	7,928
Depreciation for the year	2,856	79	31	27	13	–	3,006
Disposals	(592)	–	–	–	–	–	(592)
At 31 December 2012 and 1 January 2013	10,155	106	37	31	13	–	10,342
Depreciation for the year	4,074	200	58	50	32	–	4,414
Impairment loss	200	–	–	–	–	–	200
Disposals	–	–	–	–*	–	–	–*
At 31 December 2013	14,429	306	95	81	45	–	14,956
Net carrying amount:							
At 31 December 2012	52,881	290	268	199	66	20,344	74,048
At 31 December 2013	71,471	517	210	166	120	2,864	75,348

* Less than US$1,000.

Impairment of asset

During the financial year, a subsidiary of the Group, Atlantic Offshore Inc. carried out a review of the recoverable amount of one of its vessels as the vessel had been persistently making losses. An impairment loss of US$200,000 (2012: nil), representing the write-down of the vessel to the recoverable amount was recognised in "Administrative expenses" line item of profit or loss for the financial year ended 31 December 2013. The recoverable amount of the vessel was based on its fair value as determined by an independent valuer, on an 'as is, where is' basis between a willing buyer and a willing seller. The cost to sell is deemed as negligible.

Assets pledged as security

Vessels with a carrying value of US$53,539,000 (2012: US$23,540,000) were pledged to secure bank loans (Note 17).

Capital work-in-progress

Capital work-in-progress relates to expenditure for vessels in the course of construction.

12. Investment in subsidiaries

	Company	
	2013	2012
	US$'000	US$'000
Unquoted equity shares, at cost	66,741	66,741

12. Investment in subsidiaries (cont'd)

	Name	Country of incorporation	Principal activities	Proportion (%) of ownership interest 2013 %	2012 %
	Held by the Company:				
*	Atlantic Navigation Holdings Inc.	BVI	Investment holding	100	100
	Held by Atlantic Navigation Holdings Inc.:				
**	Atlantic Maritime Group FZE	UAE	Commercial and administrative manager of the Group's marine logistics services business and provider of ship repair, fabrication and other marine services	100	100
*	Atlantic Oceana Inc	BVI	Ship owner	100	100
*	Atlantic Offshore Services Inc	BVI	Ship owner	100	100
*	Bimar Offshore Inc	BVI	Ship owner	100	100
*	Atlantic Offshore Inc	BVI	Ship owner	100	100
*	Crossworld Marine Services Inc	BVI	Ship owner	100	100
*	Oasis Marine Inc	BVI	Ship owner	100	100
*	Pacific International Offshore Inc	BVI	Ship owner	100	100
*	Atlantic Navigation Limited	BVI	Ship owner	100	100
	Held by Atlantic Maritime Group FZE:				
**	Atlantic Ship Management LLC	UAE	Ship management	49 #	49 #

* These entities are not required to be audited under the laws of the country of incorporation.

** Audited by Ernst & Young, Dubai

\# This represents the legal interests of the Group in Atlantic Ship Management LLC. Atlantic Ship Management LLC is considered a subsidiary of the Group as the Directors have assessed and concluded that the Group has control over the financial and operating policies and activities of this entity.

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for the financial year ended 31 December 2013

12. Investment in subsidiaries (cont'd)

Reverse acquisition

As described in Note 1.2 to the financial statements, Atlantic Navigation Holdings Inc. became the parent of the Group for accounting purposes, and the Company before the reverse acquisition (the "Acquiree") became the acquiree. The net assets of the Acquiree acquired in the transaction, and the listing expense arising therefrom, are as follows:

	US$'000
Net assets/liabilities acquired	–
Fair value of consideration transferred [1]	3,657
Total cost of reverse acquisition expensed off in the consolidated statement of comprehensive income	3,657

(1) The consideration was based on the Company's entire share capital of 12,500,000 consolidated shares before the reverse acquisition using fair value of S$0.36 (equivalent to US$0.29) per share, representing the fair value of the issued equity of the Company before the reverse acquisition.

The Group incurred acquisition-related costs of approximately US$1,558,000 comprising professional fees, legal fees, due diligence costs, financial advisory services and other consulting fees which are recognised in "Non-operating expenses" in the consolidated statement of comprehensive income for the financial year ended 31 December 2012.

13. Inventories

	Group	
	2013	**2012**
	US$'000	US$'000
Consolidated statement of financial position:		
Raw materials	226	230
Consolidated statement of comprehensive income:		
Inventories recognised as an expense in cost of services (Note 8)	590	495

During the financial years ended 31 December 2013 and 2012, there have been no inventory written off or allowance for inventory obsolescence.

14. Trade and other receivables

	Group		Company	
	2013	2012	2013	2012
	US$'000	US$'000	US$'000	US$'000
Trade receivables	11,465	5,941	–	–
Deposits	173	112	–	–
Advances to staff	38	22	–	–
Advances to suppliers	48	242	–	–
Unbilled receivables	396	256	–	–
Due from director-related companies (trade)	1,838	3,708	–	–
Due from a subsidiary (non-trade)	–	–	7,622	7,894
Total trade and other receivables	13,958	10,281	7,622	7,894
Add:				
- Cash and cash equivalents (Note 15)	7,285	7,493	680	814
- Bank deposits pledged (Note 15)	2,941	136	–	–
Total loans and receivables	24,184	17,910	8,302	8,708

Trade receivables

Trade receivables are non-interest bearing and are generally on 30 to 90 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Trade receivables denominated in foreign currencies at 31 December are as follows:

	Group	
	2013	2012
	US$'000	US$'000
Arab Emirates Dirham	874	1,519

Due from director-related companies (trade)/due from a subsidiary (non-trade)

These amounts are unsecured, non-interest bearing, repayable upon demand and are to be settled in cash.

Receivables that are past due but not impaired

The Group has trade receivables amounting to US$3,887,000 (2012: US$2,373,000) that are past due at the end of the reporting period but not impaired. These trade receivables are unsecured and the analysis of their aging at the end of the reporting period is as follows:

	Group	
	2013	2012
	US$'000	US$'000
Trade receivables past due:		
Lesser than 30 days	2,132	838
30 to 60 days	581	128
More than 60 days	1,174	1,407
	3,887	2,373

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for the financial year ended 31 December 2013

14. Trade and other receivables (cont'd)

Receivables that are impaired

The Group's trade receivables that are impaired at the end of the reporting period and the movement of the allowance accounts used to record the impairment are as follows:

	Group Collectively impaired 2013 US$'000	 2012 US$'000
Trade receivables - nominal amounts	695	713
Less: Allowance for impairment	(299)	(134)
	396	579
Movement in the allowance accounts:		
At 1 January	134	100
Charge for the year	167	134
Written off	(2)	(100)
At 31 December	299	134

Trade receivables that are individually determined to be impaired at the end of the reporting period relate to debtors that are in significant financial difficulties and have defaulted on payment. These receivables are not secured by any collateral or credit enhancement.

15. Cash and cash equivalents

	Group		Company	
	2013 US$'000	2012 US$'000	2013 US$'000	2012 US$'000
Cash and cash equivalents	7,285	7,493	680	814
Bank deposits pledged	2,941	136	–	–
Cash and bank balances	10,226	7,629	680	814

Cash and cash equivalents do not earn interest. Bank deposits are pledged for the Group's loans and borrowings, and earn interest at the respective bank deposit rates.

Cash and cash equivalents denominated in foreign currencies at 31 December are as follows:

Arab Emirates Dirham	1,758	1,855	–	–
Singapore Dollars	143	784	143	784
Renminbi	1	1	–	–
	1,902	2,640	143	784

16. Derivatives

	Group			
	2013		2012	
	US$'000		US$'000	
	Notional amount	Liabilities	Notional amount	Liabilities
Interest rate swap, representing total derivatives and total financial liabilities at fair value through profit or loss	9,809	206	14,713	300

During the financial year ended 31 December 2011, the Group entered into a non-deliverable interest rate swap which pays a fixed interest of 6.53% per annum and receives a variable interest equal to USD LIBOR + 4.0% per annum on the notional amount on a bi-annual basis. The swap is being used to hedge the Group's cash flow interest rate risk arising from its floating rate USD bank loan amounting to US$9,809,000 (2012: US$14,713,000) (Note 17). The floating rate bank loan and the interest rate swap have the same critical terms.

17. Loans and borrowings

	Group	
	2013	2012
	US$'000	US$'000
Current:		
Bank loan		
- USD loan at LIBOR + 4.00% p.a. (1)	4,904	4,904
- USD loan at 3-month LIBOR + 4.00% p.a. (2)	3,380	–
	8,284	4,904
Non-current:		
Bank loan		
- USD loan at LIBOR + 4.00% p.a. (1)	4,905	9,809
- USD loan at 3-month LIBOR + 4.00% p.a. (2)	8,449	–
	13,354	9,809
Total loans and borrowings	21,638	14,713

(1) This loan carries interest at LIBOR + 4.00% and is repayable over 5 years in 10 equal semi-annual instalments with the last instalment due in September 2015. The securities provided for this loan comprise:

- Mortgage over certain vessels (Note 11)
- Assignment of earnings, insurances and requisition compensation of mortgaged vessels
- Assignment of all rights, title and interests of mortgaged vessels' charters
- Corporate guarantee by a director-related company
- Pledge of all shares of certain director-related companies
- Bank deposits pledged in a retention account

(2) This facility bears interest at 3-month LIBOR + 4.00% and is repayable over 4 years in 16 equal quarterly instalments with the last instalment due in May 2017. The securities provided for this loan comprise:

- Mortgage over certain vessel (Note 11)
- Assignment of earnings/charter proceeds, insurances and requisition compensation of mortgaged vessel
- Assignment of all rights, title and interests of mortgaged vessel's charters

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17. Loans and borrowings (cont'd)

Even though there are underlying physical assets or trading transactions with profit-sharing elements in these financing arrangements, to comply with Islamic financing requirements, the economic substance is largely comparable to that of conventional loan facilities. Accordingly, the accounting treatment for these Islamic term financing arrangements will be the same as that of conventional loan financing arrangements. The sales proceeds and profit margins will be classified as principal of the loans outstanding and interest expenses accordingly, supported with appropriate explanatory disclosures.

18. Provisions

	Group	
	2013	**2012**
	US$'000	US$'000
Employees' end of service benefits		
At 1 January	486	484
Provision made	136	96
Provision utilised	(375)	(94)
At 31 December	247	486

The Group makes provision for employees' end of service benefits ("EOSB") in order to meet the minimum benefits required to be paid to qualified employees, as required under the Federal Law No. 8 of 1980 Regulating Labour Relations (the "Labour Law") of the UAE. The EOSB for the qualified employees is calculated as follows:

(a) 21 days salary for each of the first five years using last drawn salary; and

(b) 30 days salary for each additional year using last drawn salary, provided that total EOSB amount should not exceed 2 years of salaries.

19. Trade and other payables

	Group		Company	
	2013	**2012**	**2013**	**2012**
	US$'000	US$'000	US$'000	US$'000
Trade payables	3,045	6,711	–	–
Other payables	90	8,809	25	82
Due to director-related companies (trade)	508	516	–	–
Due to a shareholder (non-trade)	–	2,025	–	–
Due to directors (non-trade)	102	65	102	65
Total trade and other payables	3,745	18,126	127	147
Add:				
- Other liabilities (Note 20)	3,245	1,242	60	61
- Loans and borrowings (Note 17)	21,638	14,713	–	–
Total financial liabilities carried at amortised cost	28,628	34,081	187	208

Trade payables/other payables

These amounts are non-interest bearing. Trade and other payables are normally settled on 30 to 60 days' terms.

19. Trade and other payables (cont'd)

Trade payables/other payables (cont'd)

Trade payables denominated in foreign currencies at 31 December are as follows:

	Group	
	2013	2012
	US$'000	US$'000
Arab Emirates Dirham	936	4,329

Due to director-related companies (trade)/due to directors (non-trade)

These amounts are unsecured, non-interest bearing, repayable on demand and are to be settled in cash.

Due to a shareholder (non-trade)

One of the shareholders has provided an unsecured loan amounting to US$2,000,000. The loan was interest bearing at 2.5% per annum and was fully repaid in 2013.

20. Other liabilities

	Group		Company	
	2013	2012	2013	2012
	US$'000	US$'000	US$'000	US$'000
Accrued operating expenses	2,932	1,009	60	61
Advances from customers	313	233	–	–
	3,245	1,242	60	61

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21. Share capital

	Group		Company	
	No. of shares '000 (1)	US$'000	No. of shares '000 (1)	US$'000
Issued and fully paid ordinary shares:				
At 1 January 2012	125,000	– *	125,000	10,289
Share consolidation	12,500	– *	12,500	10,289
Issuance of shares pursuant to reverse acquisition	228,125	3,657(4)	228,125	66,741(3)
Issuance of shares for compliance placement (5)	17,000	8,842	17,000	8,842
Issuance of shares as consideration for compliance placement fees (6)	2,969	1,544	2,969	1,544
Share issuance expense (5)	–	(1,673)	–	(1,673)
Effect of change in functional currency	–	–	–	(209)
	248,094	12,370	248,094	75,245
At 31 December 2012 and 31 December 2013	260,594	12,370(2)	260,594	85,534

* Less than US$1,000.

(1) The equity structure (i.e. the number and types of equity instruments issued) reflect the equity structure of the Company, being the legal parent, including the equity instruments issued by the Company to effect the reverse acquisition.

(2) The amount recognised as issued equity instruments in the consolidated financial statements is determined by adding to the issued equity of the Atlantic Group immediately before the reverse acquisition the costs of the reverse acquisition.

(3) This represents the purchase consideration for the Company's acquisition of the Atlantic Group which was satisfied by the allotment and issuance of 228,125,000 ordinary shares at S$0.36 (equivalent to US$0.29) per share in the capital of the Company on 31 July 2012.

(4) This represents the fair value of the consideration transferred in relation to the RTO. As ANH Inc. is a private entity, the quoted market price of the Company's shares provides a more reliable basis for measuring the consideration transferred than the estimated fair value of the shares in the Atlantic Group. The consideration transferred is determined using the fair value of the issued equity of the Company before the acquisition, being 12,500,000 shares at S$0.36 (equivalent to US$0.29) per share, which represents the fair value of the Company being the quoted and traded price of the shares at 31 July 2012 (date of completion of acquisition).

(5) Pursuant to the resolutions passed on 20 July 2012, the shareholders of the Company approved the issuance of 17,000,000 new ordinary shares for compliance placement at an issue price of S$0.64 (equivalent to US$0.52) per share. Share issuance expense of approximately US$1,673,000 was incurred pursuant to the compliance placement. A portion of the share issuance expense is in relation to services rendered by UOB Kay Hian Private Limited ("UOBKH"), as described below.

(6) Relates to the service fee shares of 2,968,750 ordinary shares at S$0.64 per share issued to UOBKH on 2 October 2012. The total service fees for UOBKH was S$1,900,000 (equivalent to US$1,544,000).

Of the total service fees of S$1,900,000 (equivalent to US$1,544,000),

(a) S$190,000 (US$154,000) related to UOBKH's services for introducing the Atlantic Group to Fastube Limited. The service fee shares have been accounted for as a share-based payment in accordance with FRS 102 *Share-based Payments* for services rendered by UOBKH and the fair value of the service fee shares was measured at a market price for those services. The service fee expenses of US$154,000 was recognised in "Non-operating expenses" in the consolidated statement of comprehensive income, as disclosed in Note 7 to the financial statements.

(b) S$1,710,000 (US$1,390,000) related to services rendered by UOBKH that was directly in relation to the compliance placement, with fair value of consideration amounting to US$1,390,000 having been deducted from share capital.

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. The ordinary shares have no par value.

22. Other reserves

	Note	Group 2013 US$'000	Group 2012 US$'000
Hedging reserve	(a)	(206)	(300)
Merger reserve	(b)	259	259
		53	(41)

(a) ***Hedging reserve***

This represents the gain or loss on fair value changes in derivatives (Note 16) which is recognised directly as other comprehensive income.

(b) ***Merger reserve***

This represents the difference between the consideration paid and the paid-in capital of the subsidiaries when entities under common control are accounted for by applying the pooling of interest method.

(c) ***Foreign currency translation reserve***

As at 1 January 2012, the foreign currency translation reserve arose from the translation of the Company's assets and liabilities. With effect from 1 August 2012, the Company changed its functional currency from S$ to US$. Accordingly, as the functional and presentation currencies of the Company are both US$, the translation differences accumulated prior to 1 August 2012 have been reclassified to retained earnings.

(d) ***Share award reserve***

The Company granted 1,718,000 shares award ("Award") pursuant to the Atlantic Restricted Share Plan to eligible participants of the Company on 6 May 2009. The vesting period of the Award is from the date of grant to 6 May 2014. One of the vesting conditions of the Awards is that the eligible participants must remain in employment with the Company during the vesting period. As at 31 December 2012, all the eligible participants have left the Company. There were no share awards outstanding as at 31 December 2012 and 31 December 2013.

23. Employee benefits expense

	Note	Group 2013 US$'000	Group 2012 US$'000
Wages, salaries and bonuses		10,247	7,308
Employees' end of service benefits	18	136	96
		10,383	7,404

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24. Related party transactions

(a) Sale and purchase of goods and services

In addition to the related party information disclosed elsewhere in the consolidated financial statements, the following significant transactions between the Group and related parties took place on terms agreed between the parties during the financial year:

	Group	
	2013	**2012**
	US$'000	US$'000
Chartering of vessels and provision of chandlery and other services to director-related companies	1,213	6,205
Management fees to director-related companies	65	313
Acquisition of property, vessels and equipment from director-related companies	–	492

(b) *Compensation of key management personnel*

	Group	
	2013	**2012**
	US$'000	US$'000
Short-term employee benefits	1,205	664
Others	215	261
	1,420	925
Comprises amounts paid to:		
Directors of the Company	1,151	571
Other key management personnel	269	354
	1,420	925

(c) *Commitments with related parties*

On 1 January 2011, Atlantic Maritime Group FZE entered into agreements with Atlantic Offshore Services LLC and Atlantic Marine Services LLC for administrative and ship management services provided by the above two director-related companies in return for management fees that are expected to amount to US$65,000 in 2014. The agreements remain in effect until terminated by notice.

25. Commitments

(a) *Capital commitments*

Capital expenditure contracted for as at the end of the reporting period but not recognised in the financial statements are as follows:

	Group	
	2013	**2012**
	US$'000	US$'000
Capital commitments in respect of property, vessels and equipment	25,786	702

25. Commitments (cont'd)

(b) ***Operating lease commitments – as lessee***

The Group entered into non-cancellable lease agreements as lessee for vessels and operating premises. These leases have different terms and terminate at various dates. Specific clauses like rental escalation and renewal rights can be found in some of these lease agreements.

Minimum lease payments recognised as an expense in profit or loss for the financial year ended 31 December 2013 amounted to US$7,693,000 (2012: US$8,154,000).

Future minimum rental payable under non-cancellable operating leases at the end of the reporting period are as follows:

	Group	
	2013	**2012**
	US$'000	US$'000
Not later than one year	448	1,885
Later than one year but not later than five years	136	204
	584	2,089

(c) ***Operating lease commitments – as lessor***

Operating lease commitments relates to vessels. There was no contingent rent component included under the above non-cancellable leases relating to lease out arrangements for vessels owned by the Group as at the end of the reporting period.

Future minimum rental receivable under non-cancellable operating leases at the end of the reporting period are as follows:

	Group	
	2013	**2012**
	US$'000	US$'000
Not later than one year	17,385	18,955
Later than one year but not later than five years	735	12,775
	18,120	31,730

26. Fair value of assets and liabilities

(a) ***Fair value hierarchy***

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and

Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

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26. Fair value of assets and liabilities (cont'd)

(b) *Assets and liabilities measured at fair value*

The following table shows an analysis of each class of assets and liabilities measured at fair value at the end of the reporting period:

	Quoted prices in active markets for identical assets (Level 1) $'000	Significant observable inputs other than quoted prices (Level 2) $'000	Significant unobservable inputs (Level 3) $'000	Total $'000	Carrying amount $'000
Group					
2013					
Liabilities					
Derivatives					
Interest rate swap	–	206	–	206	206

(c) *Level 2 fair value measurements*

The following is a description of the valuation techniques and inputs used in the fair value measurement for assets and liabilities that are categorised within Level 2 of the fair value hierarchy:

Derivatives

Interest rate swap contract is valued using a valuation technique with market observable inputs. The most frequently applied valuation techniques include swap models, using present value calculations. The model incorporate various inputs including the interest rate curves.

27. Financial risk management objectives and policies

The Group and the Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk and liquidity risk. The board of directors reviews and agrees policies and procedures for the management of these risks, which are executed by the Executive Director. The audit committee provides independent oversight on the effectiveness of the risk management process. It is, and has been throughout the current and previous financial year, the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

(a) *Credit risk*

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and bank balances and derivatives), the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

27. Financial risk management objectives and policies (cont'd)

(a) ***Credit risk (cont'd)***

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

Excessive risk concentration

Concentration arises when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly. Selective hedging is used within the Group to manage risk concentrations at both the relationship and industry levels.

Exposure to credit risk

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

Credit risk concentration profile

The Group determines concentration of credit risk by monitoring the country profile of its trade receivables on an on-going basis. The credit risk concentration profile of the Group's trade receivables is as follows:

	2013		2012	
	US$'000	% of Total	US$'000	% of Total
By country:				
United Arab Emirates	8,026	70	3,755	63
South Korea	1,364	12	–	–
Other GCC countries	263	2	874	15
India	904	8	758	13
Singapore	590	5	554	9
Other countries	318	3	–	–
	11,465	100	5,941	100

At the end of the reporting period, approximately 59% (2012: 62%) of the Group's trade receivables were due from 5 major customers.

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are with creditworthy debtors with good payment record with the Group. Cash and bank balances that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 14.

Notes to the Financial Statements

for the financial year ended 31 December 2013

27. Financial risk management objectives and policies (cont'd)

(b) *Liquidity risk*

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group's and the Company's liquidity risk management policy is to maintain sufficient liquid financial assets and stand-by credit facilities with various banks. In addition, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. At the end of the reporting period, approximately 38% (2012: 33%) of the Group's loans and borrowings will mature in less than one year based on the carrying amount reflected in the financial statements.

The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. Access to sources of funding is sufficiently available and debt maturing within 12 months can be rolled over with existing lenders.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial assets and liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	One year or less	One to five years	Total
	US$'000	US$'000	US$'000
Group			
2013			
Financial assets			
Trade and other receivables	13,958	–	13,958
Cash and cash equivalents	7,285	–	7,285
Bank deposits pledged	2,941	–	2,941
Total undiscounted financial assets	24,184	–	24,184
Financial liabilities			
Trade and other payables	3,745	–	3,745
Other liabilities	3,245	–	3,245
Derivatives	157	49	206
Loans and borrowings	9,878	14,540	24,418
Total undiscounted financial liabilities	17,025	14,589	31,614
Total net undiscounted financial assets/(liabilities)	7,159	(14,589)	(7,430)

27. **Financial risk management objectives and policies (cont'd)**

(b) ***Liquidity risk (cont'd)***

	One year or less US$'000	One to five years US$'000	Total US$'000
Group			
2012			
Financial assets			
Trade and other receivables	10,281	–	10,281
Cash and cash equivalents	7,493	–	7,493
Bank deposits pledged	136	–	136
Total undiscounted financial assets	17,910	–	17,910
Financial liabilities			
Trade and other payables	18,126	–	18,126
Other liabilities	1,242	–	1,242
Derivatives	215	85	300
Loans and borrowings	5,877	11,397	17,274
Total undiscounted financial liabilities	25,460	11,482	36,942
Total net undiscounted financial liabilities	(7,550)	(11,482)	(19,032)

	One year or less US$'000	One to five years US$'000	Total US$'000
Company			
2013			
Financial assets			
Trade and other receivables	7,622	–	7,622
Cash and cash equivalents	680	–	680
Total undiscounted financial assets	8,302	–	8,302
Financial liabilities			
Trade and other payables	127	–	127
Other liabilities	60	–	60
Total undiscounted financial liabilities	187	–	187
Total net undiscounted financial assets	8,115	–	8,115

Notes to the Financial Statements

for the financial year ended 31 December 2013

27. Financial risk management objectives and policies (cont'd)

(b) *Liquidity risk (cont'd)*

	One year or less US$'000	One to five years US$'000	Total US$'000
Company			
2012			
Financial assets			
Trade and other receivables	7,894	–	7,894
Cash and cash equivalents	814	–	814
Total undiscounted financial assets	8,708	–	8,708
Financial liabilities			
Trade and other payables	147	–	147
Other liabilities	61	–	61
Total undiscounted financial liabilities	208	–	208
Total net undiscounted financial assets	8,500	–	8,500

28. Capital management

Capital includes debt and equity items as disclosed in the table below.

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manage its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2013 and 2012.

The Group is in compliance with the capital requirements imposed by the bankers in respect of the banking facilities granted for the financial years ended 31 December 2013 and 2012.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio between 20% to 40%. The Group includes within net debt, trade and other payables, other liabilities, loans and borrowings, less cash and cash equivalents. Capital refers to equity attributable to owners of the Company.

28. Capital management (cont'd)

		Group	
	Note	2013	2012
		US$'000	US$'000
Trade and other payables	19	3,745	18,126
Other liabilities	20	3,245	1,242
Loans and borrowings	17	21,638	14,713
Less: Cash and cash equivalents	15	(7,285)	(7,493)
Net debt		21,343	26,588
Equity attributable to owners of the Company		71,131	58,064
Capital and net debt		92,474	84,652
Gearing ratio		23%	31%

29. Segment information

For management purposes, the Group is organised into business units based on services provided, and has two reportable operating segments as follows:

Marine logistics services

The marine logistics services segment provides vessel chartering and chandlery services to external customers.

Ship repair, fabrication and other marine services

The ship repair, fabrication and other marine services segment provides repairs and maintenance of marine equipment, engines, heavy machines and related marine services.

Except as indicated above, no operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects is measured differently from operating profit or loss in the consolidated financial statements. Group financing (including finance costs) are managed on a group basis and are not allocated to operating segments.

The chief operating decision maker reviews the results of the segment using segment gross profit. Segment assets, liabilities and other expenses are not disclosed as they are not regularly provided to the chief operating decision maker.

Notes to the Financial Statements

for the financial year ended 31 December 2013

29. Segment information (cont'd)

	Marine logistics services		Ship repair, fabrication and other marine services		Adjustments/ Eliminations		Note	Per consolidated financial statements	
	2013	2012	2013	2012	2013	2012		2013	2012
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000		US$'000	US$'000
Revenue									
External customers	44,575	32,188	2,401	3,159	–	–		46,976	35,347
Results:									
Segment gross profit	18,749	9,911	872	1,095	–	–		19,621	11,006
Interest income	4	–	–	–	–	–		4	–
Other income	372	235	–*	–	–	–		372	235
Marketing and distribution expenses	(142)	(48)	–	–	–	–		(142)	(48)
Administrative expenses	(4,464)	(2,900)	(697)	(675)	(385)	(212)	A	(5,546)	(3,787)
Finance costs	(1,336)	(1,427)	–	–	–	–		(1,336)	(1,427)
Segment profit	13,183	5,771	175	420	(385)	(5,581)	B	12,973	610

* Less than US$1,000.

Notes Nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements

A The adjustment pertains to unallocated corporate expenses.

B The following items are deducted from segment profit to arrive at "profit before tax" presented in the consolidated statement of comprehensive income:

	Note	Group	
		2013	2012
		US$'000	US$'000
Unallocated corporate expenses		(385)	(212)
Listing expenses		–	(3,657)
Share-based payment as consideration for services rendered	21	–	(154)
Other transaction costs incurred in the reverse acquisition	12	–	(1,558)
		(385)	(5,581)

29. Segment information (cont'd)

Geographical information

Revenue information based on the geographical location of customers and assets respectively are as follows:

	Group	
	2013	**2012**
	US$'000	US$'000
United Arab Emirates	39,882	27,954
South Korea	2,649	–
Singapore	2,282	1,577
India	1,811	3,541
Other GCC countries	263	1,863
Others	89	412
	46,976	35,347

Other GCC countries include Kingdom of Saudi Arabia, Kingdom of Bahrain and Qatar.

The Group's non-current assets are located in the UAE.

Information about major customers

Revenue from two major customers amounted to approximately US$24,274,000 (2012: US$16,795,000), arising from revenue from the vessel chartering segment. Revenue from two major customers amounted to approximately US$664,000 (2012: US$770,000), arising from sales by the ship repair, fabrication and other marine services segment.

30. Dividends

	Group and Company	
	2013	**2012**
	$'000	$'000
Proposed but not recognised as a liability as at 31 December:		
Dividends on ordinary shares, subject to shareholders' approval at the AGM:		
- Final exempt (one-tier) dividend for 2013: 0.70 cents (2012: $nil) per share	1,824	–

31. Events occurring after the reporting period

On 30 January 2014, the Company granted 4,050,000 share options under the Atlantic ESOS to certain directors and employees of the Group. 2,025,000 share options are exercisable between the period from 30 January 2015 to 29 January 2019, and the remaining 2,025,000 share options are exercisable between the period from 30 January 2016 to 29 January 2019, at the exercise price of S$0.34 if the vesting conditions are met. The estimated fair value of the options granted is approximately S$405,000 (equivalent to US$319,000).

32. Authorisation of financial statements for issue

The financial statements for the year ended 31 December 2013 were authorised for issue in accordance with a resolution of the directors on 28 March 2014.

Statistics of Shareholdings

as at 13 March 2014

Total number of shares	:	260,593,750
Number of treasury shares	:	Nil
Class of shares	:	Ordinary shares fully paid
Voting rights	:	One vote per ordinary share

DISTRIBUTION OF SHAREHOLDINGS AS AT 13 MARCH 2014

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 999	66	21.50	28,177	0.01
1,000 – 10,000	112	36.48	393,199	0.15
10,001 – 1,000,000	116	37.79	16,976,200	6.52
1,000,001 AND ABOVE	13	4.23	243,196,174	93.32
TOTAL	**307**	**100.00**	**260,593,750**	**100.00**

LIST OF 20 LARGEST SHAREHOLDERS AS AT 13 MARCH 2014

No.	Name	No. of Shares	%
1	Wong Siew Cheong	173,099,000	66.42
2	Chong Mee Chin	33,375,000	12.81
3	Gong Yucai	8,000,000	3.07
4	Mohammad Reza Sadeghi	6,750,000	2.59
5	HSBC (Singapore) Nominees Pte Ltd	5,158,800	1.98
6	Wong Siew Chong	5,000,000	1.92
7	Thong Kwok Kheong	3,300,000	1.27
8	Xia Jing	2,000,000	0.77
9	Wong Sek Pun	1,699,000	0.65
10	Soh Sai Kiang	1,484,374	0.57
11	Yao Hsiao Tung	1,205,000	0.46
12	UOB Kay Hian Private Limited	1,093,000	0.42
13	DB Nominees (Singapore) Pte Ltd	1,032,000	0.40
14	Tan Ah Lye	815,000	0.31
15	DBS Nominees (Private) Limited	794,900	0.31
16	TAL Capital Pte Ltd	785,000	0.30
17	Tan Ban Ser	785,000	0.30
18	Tan Lay Tiong Anthony	785,000	0.30
19	Yap Hoon Hong	784,000	0.30
20	Ang Hock Chwei	780,000	0.30
	TOTAL	**248,725,074**	**95.45**

Statistics of Shareholdings

as at 13 March 2014

SUBSTANTIAL SHAREHOLDERS AS AT 13 MARCH 2014

	Number of Shares fully paid			
Name of Substantial Shareholders	**Direct Interest**	**%**	**Deemed Interest**	**%**
Wong Siew Cheong	173,099,000	66.42	33,375,000[(1)]	12.81
Chong Mee Chin	33,375,000	12.81	–	–

Note:

(1) Mr Wong Siew Cheong is deemed to be interested in the shareholdings of his spouse, Madam Chong Mee Chin.

PUBLIC FLOAT

As at 13 March 2014, approximately 20.77% of the total issued shares (excluding treasury shares) of the Company was held in the hands of the public (based on information available to the Company). Accordingly, the Company has complied with Rule 723 of the Catalist Rules.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Atlantic Navigation Holdings (Singapore) Limited (the "**Company**") will be held at 6 Battery Road, #10-01, Singapore 049909 on Thursday, 24 April 2014 at 3.00 p.m. to transact the following business:-

ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company and the Group for the financial year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**

2. To declare a first and final tax exempt (one-tier) dividend of S$0.007 per ordinary share for the financial year ended 31 December 2013. (2012: Nil) **(Resolution 2)**

3. To re-elect Mr Tong Choo Cherng who is retiring by rotation in accordance with Article 89 of the Company's Articles of Association as a Director of the Company. [See Explanatory Note (i)] **(Resolution 3)**

4. To re-elect Mr Eu Lee Koon who is retiring by rotation in accordance with Article 89 of the Company's Articles of Association as a Director of the Company. [See Explanatory Note (ii)] **(Resolution 4)**

5. To re-appoint Messrs Ernst & Young LLP, Chartered Accountants, as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**

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

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without amendments as ordinary resolutions:-

7. To approve the payment of Directors' fees of S$129,000.00 for the year ended 31 December 2013. (2012: S$80,167.76) **(Resolution 6)**

8. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Singapore Exchange Trading Limited Listing Manual - Section B: Rules of Catalist**

   "That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual - Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to allot and issue shares in the Company at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 100% of the total number of issued shares, excluding treasury shares, in the capital of the Company, of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares, excluding treasury shares, in the capital of the Company, and for the purpose of this resolution, the total number of issued shares excluding treasury shares shall be based on the Company's total number of issued shares excluding treasury shares at the time this resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares), and unless revoked or varied by the Company in general meeting, such authority 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." [See Explanatory Note (iii)] **(Resolution 7)**

9. **Authority to issue shares under the Atlantic Employees Share Option Scheme**

"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be authorised and empowered to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Atlantic Employees' Share Option Scheme (the "**Atlantic ESOS**"), whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Atlantic ESOS, Atlantic PSP (as defined herein), and Atlantic RSP (as defined herein) shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier." [See Explanatory Note (iv)] **(Resolution 8)**

10. **Authority to issue shares under the Atlantic Performance Share Plan**

"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be authorised and empowered to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Atlantic Performance Share Plan (the "**Atlantic PSP**"), whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Atlantic PSP, Atlantic ESOS and Atlantic RSP (as defined herein) shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier." [See Explanatory Note (v)] **(Resolution 9)**

11. **Authority to issue shares under the Atlantic Restricted Share Plan**

"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be authorised and empowered to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Atlantic Restricted Share Plan (the "**Atlantic RSP**"), whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Atlantic RSP, Atlantic ESOS and Atlantic PSP shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier." [See Explanatory Note (vi)] **(Resolution 10)**

BY ORDER OF THE BOARD

CHEW KOK LIANG
LOH SIEW LEE
Company Secretaries

Singapore, 9 April 2014

Explanatory Notes:-

(i) Mr Tong Choo Cherng, if re-elected as a Director of the Company, will remain as Executive Director (Finance) and will be considered a non-independent director. Mr Tong has no relationship (including immediate family relationships) with the other Directors, the Company or its 10% shareholders.

(ii) Mr Eu Lee Koon, if re-elected as a Director of the Company, will remain as Chairman of the Remuneration Committee, a member of the Audit Committee and Nominating Committee. Mr Eu has no relationship (including immediate family relationships) with the other Directors, the Company or its 10% shareholders. The Board considers Mr Eu to be independent for the purpose of Rule 704(7) of the Catalist Rules.

(iii) The ordinary resolution set out in item 8 above, if passed, will empower the Directors of the Company from the date of the above Meeting until 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 50% may be issued other than on a pro rata basis to existing shareholders of the Company.

Notice of Annual General Meeting

(iv) The ordinary resolution set out in item 9 above, if passed, will empower the Directors of the Company, from the date of the above Meeting until 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Atlantic ESOS provided that the aggregate additional shares to be issued pursuant to the Atlantic ESOS, Atlantic PSP and Atlantic RSP do not exceed in total (for the entire duration of the Atlantic ESOS) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

(v) The ordinary resolution set out in item 10 above, if passed, will empower the Directors of the Company, from the date of the above Meeting until 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the vesting of awards under the Atlantic PSP provided that the aggregate additional shares to be issued pursuant to the Atlantic ESOS, Atlantic PSP and Atlantic RSP do not exceed in total (for the entire duration of the Atlantic PSP) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

(vi) The ordinary resolution set out in item 11 above, if passed, will empower the Directors of the Company, from the date of the above Meeting until 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the vesting of awards under the Atlantic RSP provided that the aggregate additional shares to be issued pursuant to the Atlantic ESOS, Atlantic PSP and Atlantic RSP do not exceed in total (for the entire duration of the Atlantic PSP) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

Notes:-

1. A Member entitled to attend and vote at meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.

2. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 6 Battery Road, #10-01, Singapore 049909 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

ATLANTIC NAVIGATION HOLDINGS (SINGAPORE) LIMITED
(Company Registration No. 200411055E)
(Incorporated In the Republic of Singapore)

PROXY FORM
ANNUAL GENERAL MEETING
(Please see notes overleaf before completing this Form)

IMPORTANT:
1. For investors who have used their CPF monies to buy Atlantic Navigation Holdings (Singapore) Limited's shares, this Report is forwarded to them at the request of the CPF Approved Nominees and is sent solely 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.
3. CPF investors who wish to attend the Meeting as an observer must submit their requests through their CPF Approved Nominees within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.

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

of ____ (Address)

being a member/members of Atlantic Navigation Holdings (Singapore) Limited (the "**Company**"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing the person, or either or both of the persons, referred to above, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Annual General Meeting (the "**Meeting**") of the Company to be held at 6 Battery Road, #10-01, Singapore 049909 on Thursday, 24 April 2014 at 3.00 p.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

(Please indicate your vote "For" or "Against" with a tick [√] within the box provided. In the event of a poll, if you wish to exercise all your votes "For" or "Against", please indicate with a tick [√] within the box provided. Alternatively, please indicate the number of votes as appropriate.)

No.	Resolutions relating to:	For	Against
	Ordinary Business		
1	Directors' Report and Audited Accounts for the financial year ended 31 December 2013		
2	Declaration a first and final tax exempt (one-tier) dividend of S$0.007 per ordinary share for the financial year ended 31 December 2013		
3	Re-election of Mr Tong Choo Cherng as a Director		
4	Re-election of Mr Eu Lee Koon as a Director		
5	Re-appointment of Messrs Ernst & Young LLP as Auditors of the Company		
	Special Business		
6	Approval of Directors' fees amounting to S$129,000 for the financial year ended 31 December 2013		
7	Authority to issue new shares		
8	Authority to issue shares under the Atlantic Employees Share Option Scheme		
9	Authority to issue shares under the Atlantic Performance Share Plan		
10	Authority to issue shares under the Atlantic Restricted Share Plan		

Dated this __________ day of ____________________ 2014

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

____

Signature of Shareholder(s)
or, Common Seal of Corporate Shareholder

* Delete where inapplicable

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.

2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

3. Where a member appoints two (2) proxies, the member shall specify the proportion of his/her Shares to be represented by each proxy, failing which the nomination shall be alternative.

4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 6 Battery Road, #10-01, Singapore 049909 not less than 48 hours before the time appointed for the Meeting.

5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.

6. A corporation which is a member 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, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

General:

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 Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Corporate Information

BOARD OF DIRECTORS
Wong Siew Cheong
Executive Chairman and CEO

Tong Choo Cherng
Executive Director (Finance)

Lee Kah Hoo
Lead Independent Director

Goh Boon Chye
Independent Director

Eu Lee Koon
Independent Director

COMPANY SECRETARIES
Chew Kok Liang
Loh Siew Lee

REGISTERED OFFICE
6 Battery Road #10-01
Singapore 049909
Tel: +65 6381 6868
Fax +65 6381 6869

BUSINESS OFFICES
Atlantic Maritime Group FZE
P.O. Box 6653 Sharjah
United Arab Emirates
Tel: +971 6 6263577
Fax +971 6 5260292

Atlantic Ship Management LLC
P.O. Box 37288 Abu Dhabi
No: M/1011 Building 2
W15/2 C12 Abu Dhabi City
United Arab Emirates
Tel: +971 2 4453838
Fax +971 2 4453837

AUDIT COMMITTEE
Goh Boon Chye *(Chairman)*
Lee Kah Hoo
Eu Lee Koon

NOMINATING COMMITTEE
Lee Kah Hoo *(Chairman)*
Goh Boon Chye
Eu Lee Koon

REMUNERATION COMMITTEE
Eu Lee Koon *(Chairman)*
Wong Siew Cheong
Lee Kah Hoo
Goh Boon Chye

ATLANTIC EMPLOYEE NEW SHARE SCHEMES COMMITTEE
Eu Lee Koon *(Chairman)*
Wong Siew Cheong
Tong Choo Cherng

KEY EXECUTIVES
Mohammad Reza Sadeghi
Chief Operating Officer

Wong Sek Pun
Sales and Marketing Manager (MLS Division)

Zamirul Hassan Bayezid
Group Finance Manager

SHARE REGISTRARS
Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

AUDITORS
Ernst & Young LLP
One Raffles Quay
North Tower, Level 18
Singapore 048583
Partner-in-Charge: Shekaran Krishnan
(Date of appointment since financial year ended 31 December 2013)

PRINCIPAL BANKERS
Maybank Banking Berhad
Standard Chartered Bank

Atlantic Navigation Holdings (Singapore) Limited

Unique Entity Number (UEN):
200411055E

6 Battery Road #10-01
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