

APM Terminals Bahrain B.S.C
CONDENSED INTERIM FINANCIAL INFORMATION
31 MARCH 2019



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Independent auditors' report on review of condensed interim financial information

The Board of Directors
APM Terminals Bahrain B.S.C
Hidd, Kingdom of Bahrain

7 May 2019

Introduction

We have reviewed the accompanying 31 March 2019 condensed interim financial information of APM Terminals Bahrain B.S.C (the "Company"), which comprises:

- the condensed statement of financial position as at 31 March 2019;
- the condensed statement of profit or loss and other comprehensive income for the three-month period ended 31 March 2019;
- the condensed statement of changes in equity for the three-month period ended 31 March 2019;
- the condensed statement of cash flows for the three-month period ended 31 March 2019; and
- notes to the condensed interim financial information.

The Board of Directors of the Company is responsible for the preparation and presentation of this condensed interim financial information in accordance with IAS 34, "Interim Financial Reporting". Our responsibility is to express a conclusion on this condensed interim financial information based on our review.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements 2410, "*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying 31 March 2019 condensed interim financial information is not prepared, in all material respects, in accordance with IAS 34, "Interim Financial Reporting".

Other matter

As discussed in note 2 (a) of the condensed interim financial information, comparatives for condensed statements of profit or loss and other comprehensive income, cash flows and changes in equity have not been reviewed.

APM Terminals Bahrain B.S.C

CONDENSED INTERIM FINANCIAL INFORMATION
For the three-month period ended 31 March 2019

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CONDENSED STATEMENT OF FINANCIAL POSITION
As at 31 March 2019

BD 000's

	note	31 March 2019 (reviewed)	31 December 2018 (audited)
ASSETS			
Intangible assets		5,871	5,977
Equipment and vehicles	4	24,970	5,818
Total non-current assets		30,841	11,795
Inventories		424	335
Trade receivables		1,515	1,665
Prepayments and other receivables		1,037	724
Due from related parties	5	14,148	20,452
Cash and cash equivalents		12,850	3,998
Total current assets		29,974	27,174
Total assets		60,815	38,969
EQUITY AND LIABILITIES			
Equity			
Share capital	6	9,000	9,000
Treasury shares	6	(539)	-
Statutory reserve		4,493	4,493
Retained earnings		2,390	9,850
Total equity		15,344	23,343
Liabilities			
Lease liabilities		26,619	8,015
Employee leaving indemnities		530	505
Total non-current liabilities		27,149	8,520
Trade and other payables		17,115	6,572
Due to related parties	5	370	359
Lease liabilities		837	175
Total current liabilities		18,322	7,106
Total liabilities		45,471	15,626
Total equity and liabilities		60,815	38,969

The Company has initially applied IFRS 16 at 1 January 2019, using the modified retrospective approach. Under this approach, comparative information is not restated (note 3).

The condensed interim financial information were approved by the Board of Directors on 7 May 2019 and signed on its behalf by:


 David Skov
 Chairman


 Fawzi Ahmed Kanoo
 Vice Chairman

The accompanying notes 1 to 12 are an integral part of this condensed interim financial information.

CONDENSED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 31 March 2019

BD 000's

	note	31 March 2019 (reviewed)	31 March 2018 (not reviewed)
Revenue	7	9,388	9,892
Direct operating expenses	8	(3,203)	(3,388)
Gross Profit		6,185	6,504
Other operating income		23	16
Other operating expenses	8	(2,535)	(2,678)
General and administrative expenses		(958)	(781)
Operating profit		2,715	3,061
Finance income		135	61
Finance expense		(460)	(177)
Net finance costs		(325)	(116)
Profit for the period		2,390	2,945
Other comprehensive income		-	-
Total comprehensive income for the period		2,390	2,945
Earnings per share			
Basic and diluted earnings per share (in fils)		27	33

The Company has initially applied IFRS 16 at 1 January 2019, using the modified retrospective approach. Under this approach, comparative information is not restated (note 3).

The accompanying notes 1 to 12 form an integral part of this condensed interim financial information.

CONDENSED STATEMENT OF CHANGES IN EQUITY
For the three months ended 31 March 2019

BD 000's

	Share capital	Treasury shares	Statutory reserve	Retained earnings	Total
2019 (reviewed)					
At 1 January 2019	9,000	-	4,493	9,850	23,343
Total profit and other comprehensive income for the period	-	-	-	2,390	2,390
Net movement in treasury shares	-	(539)	-	-	(539)
Transactions with the owners of the Company					
Cash dividend declared for 2018	-	-	-	(9,850)	(9,850)
At 31 March 2019	9,000	(539)	4,493	2,390	15,344

	Share capital	Statutory reserve	Retained earnings	Total
2018 (not reviewed)				
At 1 January 2018	9,000	3,447	436	12,883
Total profit and other comprehensive income for the period	-	-	2,945	2,945
At 31 March 2018	9,000	3,447	3,381	15,828

The accompanying notes 1 to 12 form an integral part of this condensed interim financial information.

CONDENSED STATEMENT OF CASH FLOWS
For the three months ended 31 March 2019

BD 000's

	31 March 2019 (reviewed)	31 March 2018 (not reviewed)
CASH FLOW FROM OPERATING ACTIVITIES	2,390	2,945
Profit for the period		
<i>Adjustments for:</i>		
Depreciation	678	362
Amortisation	107	107
Finance expense	460	177
Gain on sale of equipment and vehicles	(4)	-
<i>Changes in:</i>		
- Inventories	(89)	(22)
- Trade receivables	184	(422)
- Prepayments and other receivables	(339)	(659)
- Trade and other payables	704	(322)
- Employee leaving indemnities	25	58
Net cash generated from operating activities	4,116	2,224
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of equipment and vehicles	(192)	(59)
Placements with related party, net	6,296	(2,598)
Proceeds from disposal of equipment and vehicles	4	-
Net cash generated from/ (used in) investing activities	6,108	(2,657)
CASH FLOW FROM FINANCING ACTIVITIES		
Payments of finance expenses	(460)	(177)
Payments of finance lease liability	(373)	(140)
Purchase of treasury shares, net	(539)	-
Net cash used in financing activities	(1,372)	(317)
Net increase/ (decrease) in cash and cash equivalents during the period	8,852	(750)
Cash and cash equivalents at the beginning of the year	3,998	2,042
Cash and cash equivalents at end of the period	12,850	1,292

The accompanying notes 1 to 12 form an integral part of this condensed interim financial information.

NOTES TO THE CONDENSED INTERIM FINANCIAL INFORMATION
For the three months ended 31 March 2019**BD 000's****1 REPORTING ENTITY**

APM Terminals Bahrain B.S.C (the "Company") is a joint stock company incorporated in the Kingdom of Bahrain on 11 May 2006 under Commercial Registration (CR) number 60982 by the Ministry of Industry and Commerce.

The Company operates the Khalifa Bin Salman Port.

2 BASIS OF PREPARATION**a) Statement of compliance**

This condensed interim financial information has been prepared in accordance with IAS 34, "Interim Financial Reporting", and should be read in conjunction with the Company's last audited financial statements as at and for the year ended 31 December 2018 ('last annual financial statements'). They do not include all the information required for a complete set of IFRS financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Company's financial position and performance since the last annual financial statements as at and for the year ended 31 December 2018.

The condensed interim financial information is reviewed, not audited. The comparatives for the condensed statement of financial position have been extracted from the audited financial statements for the year ended 31 December 2018. The comparatives for condensed statements of profit or loss and other comprehensive income, cash flows and changes in equity have not been reviewed as the Company did not prepare a condensed interim financial information for that period.

This is the first set of the Company's financial statements in which IFRS 16 has been applied. Changes to significant accounting policies are described in Note 3.

b) Use of judgements and estimates

Preparing the condensed interim financial information requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. In preparing the condensed interim financial information, significant judgments made by the management in applying the accounting policies and key source of estimation of uncertainty were the same as those applied to the audited financial statements as at and for the year ended 31 December 2018 except for the new significant judgements related to lessee accounting under IFRS 16, which are described in Note 3(b)(i).

c) Financial risk management

The Company's financial risk management objectives and policies are consistent with those disclosed in the audited financial statements for the year ended 31 December 2018.

3 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied in this condensed interim financial information are the same as those applied in the Company's audited financial statements as at and for the year ended 31 December 2018, except as set out below.

The Company has initially adopted IFRS 16 Leases from 1 January 2019. A number of other new standards are effective from 1 January 2019 but did not have a material effect on the Company's financial statements.

IFRS 16 introduced a single, on-balance sheet accounting model for lessees. As a result, the Company, as a lessee, has recognised right-of-use assets representing its rights to use the underlying assets and lease liabilities representing its obligation to make lease payments. Lessor accounting remains similar to previous accounting policies.

NOTES TO THE CONDENSED INTERIM FINANCIAL INFORMATION
For the three months ended 31 March 2019

BD 000's

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

The Company has applied IFRS 16 using the modified retrospective approach. Accordingly, the comparative information presented for 2018 has not been restated – i.e. it is presented, as previously reported, under IAS 17 and related interpretations. The details of the changes in accounting policies are disclosed below.

a) Definition of a lease

Previously, the Company determined at contract inception whether an arrangement was or contained a lease under IFRIC 4 Determining Whether an Arrangement contains a Lease. The Company now assesses whether a contract is or contains a lease based on the new definition of a lease. Under IFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

On transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions are leases. It applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices.

b) As a lessee

The Company leases marine service equipment under the sub-concession agreement. As a lessee, the Company previously classified leases as operating or finance leases based on its assessment of whether the lease transferred substantially all of the risks and rewards of ownership. Under IFRS 16, the Company recognises right-of-use assets and lease liabilities for these leases – i.e. these leases are on-balance sheet.

However, the Company has elected not to recognise right-of-use assets and lease liabilities for some leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. The Company presents right-of-use assets that do not meet the definition of investment property in 'equipment and vehicles', the same line item as it presents underlying assets of the same nature that it owns. Right-of-use assets that meet the definition of investment property are presented within investment property. As of 31 March 2019, Company doesn't have any investment property. The carrying amounts of right-of-use assets in equipment and vehicles are as below:

	Marine service equipment
Balance at 1 January 2019	19,639
Balance at 31 March 2019	19,317

The Company presents lease liabilities as 'finance lease liability' in the statement of financial position.

i. Significant accounting policy

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses and adjusted for certain remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payment made. It is remeasured when there is a change in future lease payments arising from a change in

NOTES TO THE CONDENSED INTERIM FINANCIAL INFORMATION
For the three months ended 31 March 2019

BD 000's

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Company has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Company is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised.

ii. Transition

Previously the Company classified Marine service equipment as operating leases under IAS 17. These include tugs and boats. The lease is for a period of the main KBSP concession agreement.

At transition, for leases classified as operating leases under IAS 17, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Company's incremental borrowing rate as at 1 January 2019. Right-of-use assets are measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

The Company used the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17.

- Applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term.
- Excluded initial direct costs from measuring the right-of-use asset at the date of initial application.
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

c) Impacts on condensed interim financial information

i. On transition

On transition to IFRS 16, the Company recognised right-of-use assets and lease liabilities. The impact on transition is summarised below as at 1 Jan 2019;

	Total
Right-of-use assets presented in equipment and vehicles	19,639
Lease liabilities	19,639

When measuring lease liabilities for leases that were classified as operating leases, the Company discounted lease payments using its incremental borrowing rate at 1 January 2019. The weighted-average rate applied is 6%.

ii. Impact for the period

As a result of initially applying IFRS 16, in relation to the leases that were previously classified as operating leases, the Company recognised BHD 19,317 of right-of-use assets and BHD 19,441 of lease liabilities as at 31 March 2019. Also, in relation to those leases under IFRS 16, the Company has recognised depreciation and interest costs, instead of operating lease expense. During the three months ended 31 March 2019, the Company recognised BHD 322 of depreciation charges and BHD 282 of interest costs from these leases.

NOTES TO THE CONDENSED INTERIM FINANCIAL INFORMATION
For the three months ended 31 March 2019

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4 EQUIPMENT AND VEHICLES

On adoption of IFRS 16 on 1 January 2019, the Company has included Right-of-use assets of BD 19,317 as at 31 March 2019. For details, refer to note 3.

5 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties include entities over which the Company exercises significant influence, major shareholders, directors and key management personnel of the Company. Transactions with related parties are at agreed terms. The significant related party balances and transactions (excluding compensation to key management personnel) included in these financial statements are as follows:

Description	Parent/ Group company	Shareholders / entities in which directors are interested	Total
As at 31 March 2019 (Reviewed)			
<u>Assets</u>			
Trade receivables	250	481	731
Placements	13,372	-	13,372
Interest receivable	34	-	34
Other receivables	11	-	11
	13,667	481	14,148
<u>Liabilities</u>			
Other payables	3	-	3
Accrued expenses	316	5	321
Management fee payable	27	-	27
Board remuneration payable	8	11	19
	354	16	370

Description	Parent/ Group company	Shareholders / entities in which directors are interested	Total
For the three months ended 31 March 2019 (reviewed)			
<u>Income</u>			
Revenue	656	1,392	2,048
Finance income	135	-	135
	791	1,392	2,183
<u>Expenses</u>			
Subcontracting charges	333	-	333
Lease expenses	480	-	480
Management and administration fee	86	-	86
Computer expenses	64	-	64
Board remuneration	8	8	16
Other expenses	-	16	16
	971	24	995

NOTES TO THE CONDENSED INTERIM FINANCIAL INFORMATION
For the three months ended 31 March 2019

BD 000's

5 RELATED PARTY TRANSACTIONS (continued)

Description	Parent/ Group company	Shareholders / entities in which directors are interested	Total
As at 31 December 2018 (Audited)			
<u>Assets</u>			
Trade receivables	225	540	765
Placements	19,668	-	19,668
Interest receivable	18	-	18
Other receivables	1	-	1
	19,912	540	20,452
<u>Liabilities</u>			
Trade payables	4	-	4
Other payable	15	-	15
Accrued expenses	305	5	310
Management fee payable	27	-	27
Board remuneration payable	-	3	3
	351	8	359
For the period ended 31 March 2018 (Not reviewed)			
<u>Income</u>			
Revenue	278	1,252	1,530
Finance income	61	-	61
	339	1,252	1,591
<u>Expenses</u>			
Subcontracting charges	827	-	827
Management and administration fee	87	-	87
Computer expenses	13	-	13
Board remuneration	1	1	2
Other expenses	3	17	20
	931	18	949

Other related party transactions for the three months ended 31 March

Description	Parent/ Group company	Shareholders / entities in which directors are interested	Total
31 March 2019 (reviewed)			
Purchase of inventories	-	2	2
31 March 2018 (not reviewed)			
Purchase of inventories	-	17	17

NOTES TO THE CONDENSED INTERIM FINANCIAL INFORMATION
For the three months ended 31 March 2019

BD 000's

5 RELATED PARTY TRANSACTIONS (continued)

Key management personnel

Key management personnel of the Company comprise of the Board of Directors and key members of management having authority and responsibility for planning, directing and controlling the activities of the Company. The key management personnel compensation is as follows:

	31 March 2019 (Reviewed)	31 March 2018 (Not reviewed)
Salaries and other short-term benefits	190	147
Post-employment benefits for the year	20	17
Board remuneration for the year	16	2
Post-employment benefits payable	19	19

6 SHARE CAPITAL

	31 March 2019 (reviewed)	31 December 2018 (Audited)
Authorized share capital / issued and fully paid up 90,000,000 shares of 100 fils each (2018: 90,000,000 shares of 100 fils each)	9,000	9,000
Treasury shares 595,906 (2018: 129)	(539)	-

7 REVENUE

	31 March 2019 (Reviewed)	31 March 2018 (Not reviewed)
Container services	4,303	4,567
General cargo services	3,143	3,757
Marine services	1,942	1,568
	9,388	9,892

8 OPERATING COSTS

	31 March 2019 (Reviewed)	31 March 2018 (Not reviewed)
<i>Other operating expenses</i>		
Royalty to Government of Bahrain	2,428	2,571
Amortisation of intangible asset	107	107
	2,535	2,678
<i>Direct operating expenses</i>		
Subcontracting charges	720	1,183
Salaries and related costs	1,030	1,102
Depreciation	678	362
Maintenance and repairs	288	314
Fuel and electricity	326	272
Other expenses	161	155
	3,203	3,388
	5,738	6,066

NOTES TO THE CONDENSED INTERIM FINANCIAL INFORMATION

For the three months ended 31 March 2019

BD 000's

9 SEGMENTAL REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker of the Company. Chief Executive Officer and Chief Financial Officer of the Company are the chief operating decision makers. The Company operates only in one Business Segment i.e. 'Port Services' which primarily includes services such as Container services, General Cargo services and Marine services and the activities incidental thereto within Bahrain. The revenue, expenses and results are reviewed only at Company level and therefore no separate operating segment results and disclosures are provided in this condensed interim financial information.

10 FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal, or in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

The Company measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measures:

Level 1: Quoted market price (unadjusted) in an active market for an identical instrument.

Level 2: Inputs other than quoted prices included within Level 1 that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.

Level 3: Inputs that are unobservable. This category includes all instruments for which the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

The Company has not disclosed the fair value for financial instruments such as short-term trade and other receivables, trade and other payables, deposits and cash and bank balances, because their carrying amounts are a reasonable approximation of fair values, due to their short-term nature.

The financial assets and financial liabilities are classified under the amortized cost category.

11 APPROPRIATIONS

At the Annual General Meeting of the Company held on 24 March 2019, final dividend of BD 9,850 was approved for 2018 which have been effected during the period.

Appropriations for the current year, if any, will be made only at the year end.

12 SEASONALITY

The Company does not have income of seasonal nature.