



BAKER TILLY FAS (THAILAND)

Precious Shipping Public Company Limited

**USD Restatement Report for Twelve Months
Ended 31st December 2003**

BAKER TILLY FAS (THAILAND) COMPANY LIMITED
LEVEL 21/1 SATHORN CITY TOWER 175 SOUTH SATHORN ROAD
THUNGMAHAMEK SATHORN BANGKOK 10120 THAILAND
TELEPHONE 02 679 5400 FACSIMILE 02 679 5401

NOTICE TO ALL RECIPIENTS

SCOPE OF WORK

Baker Tilly FAS (Thailand) Limited (“BTF”) has not performed an audit examination of Precious Shipping Public Company Limited’s (“PSL” or “the Company”) accounts or of the management information, nor has BTF verified the underlying transactions. Therefore, BTF give no opinion on the financial statements. This is only a restatement of the THB audited financial statements into USD.

In no event shall BTF be liable for any loss liability, cost, damage or expense arising in any way from fraudulent acts, misrepresentation or wilful default on the part of the Company, its directors, employees, or agents.

The Report has been prepared for the use of the Company, its creditors, legal and financial advisors. BTF does not accept any responsibility or liability to other parties.

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1. EXECUTIVE SUMMARY

Precious Shipping Public Company Limited (“PSL” or “the Company”) on 3 February 2004 engaged Baker Tilly FAS (Thailand) Limited (“BTF”) to prepare a quarterly report on the restatement of the THB audited / reviewed consolidated financial statements into USD, prepared by the Company. The engagement includes a review of the Company’s mathematical calculation and the basis of USD restatement of both the balance sheet and income statement.

Accordingly, BTF attach a summary of the basis of the restatement of the THB financial statements into USD as Appendix 2.

BTF has undertaken to report on its review of the restated USD consolidated financial statements for the twelve-month period ended 31st December 2003. In undertaking the above, BTF were accorded the full assistance and co-operation of the PSL staff and management.

The restated USD Balance Sheet as at 31st December 2003 indicates that the total assets and liabilities of PSL were USD 194 million and USD 98 million, respectively. The equity of PSL as at 31st December 2003 was therefore USD 96 million.

In relation to the income statement, PSL’s total revenues and expenses, excluding interest and finance cost, for the twelve months ended 31st December 2003 were USD 91 million and USD 64 million, respectively. Net income, after including such items as interest and finance cost and gain on redemption of debentures totalling USD 6 million and 3.5 million, respectively, equals USD 24.8 million. The retained earnings at the end of the period stood at USD 45 million.

2. FINANCIAL STATEMENTS

Table 1: Consolidated Balance Sheet as at 31st December 2003 – Assets

ASSETS	31/12/02		31/12/03	
	THB	USD	THB	USD
Current assets				
Cash and cash equivalents	329,715,200	7,650,945	897,269,959	22,693,576
Accounts receivable – trade – net	142,019,006	3,295,510	70,185,983	1,775,130
Receivable from and advances to related companies	25,983,399	602,937	2,299,440	58,157
Bunker oil	47,066,795	1,092,171	20,612,060	521,316
Other current assets	84,510,640	1,961,045	83,168,282	2,103,476
<i>Total current assets</i>	<i>629,295,040</i>	<i>14,602,608</i>	<i>1,073,535,724</i>	<i>27,151,655</i>
Non-current assets				
Long-term investments	35,555,856	820,000	87,700,531	2,037,650
Fixed assets at cost:				
Vessels & Vessels Equipment	7,566,467,585	290,040,858	8,168,304,742	305,010,737
Drydock & special survey	558,324,360	13,267,209	468,160,083	11,150,635
Office equipment	16,481,783	388,495	16,576,118	423,335
Leasehold improvement	2,773,880	64,367	2,773,880	70,156
Vehicles	13,112,287	305,758	13,705,876	346,646
Buildings & improvement	181,693,446	7,125,233	181,693,446	7,125,233
Furniture & fixtures	18,189,970	422,093	18,370,004	464,611
Berth equipment	114,582,149	4,493,418	114,582,149	4,493,418
<i>Total</i>	<i>8,471,625,460</i>	<i>316,107,431</i>	<i>8,984,166,298</i>	<i>329,084,771</i>
Less: Accumulated depreciation	(4,044,560,930)	(152,533,827)	(4,366,167,044)	(166,692,092)
<i>Total fixed assets – net</i>	<i>4,427,064,530</i>	<i>163,573,604</i>	<i>4,617,999,254</i>	<i>162,392,679</i>
Prepayment for vessel purchases	-	-	77,585,550	1,950,000
Goodwill – net	8,815,000	345,686	8,136,920	319,095
Other non-current assets	3,106,073	72,076	2,962,436	74,925
<i>Total non-current assets</i>	<i>4,474,541,459</i>	<i>164,811,366</i>	<i>4,794,384,691</i>	<i>166,774,349</i>
<i>Total Assets</i>	<i>5,103,836,499</i>	<i>179,413,974</i>	<i>5,867,920,415</i>	<i>193,926,004</i>

Table 2: Consolidated Balance Sheet as at 31st December 2003 – Liabilities & Shareholders' Equity

LIABILITIES & SHAREHOLDERS' EQUITY	31/12/02		31/12/03	
	THB	USD	THB	USD
Liabilities				
Current liabilities				
Trade accounts payable	100,232,355	2,314,627	52,290,655	1,315,892
Current portion of long-term loans	393,385,757	9,084,303	938,579,124	23,619,303
Advance received from charterers	74,038,616	1,709,745	108,893,669	2,740,304
Other current liabilities	228,461,217	5,275,765	326,519,361	8,216,845
<i>Total current liabilities</i>	<i>796,117,945</i>	<i>18,384,440</i>	<i>1,426,282,809</i>	<i>35,892,344</i>
Non-current liabilities				
Redeemable convertible debentures	886,736,531	20,477,060	-	-
Long-term loans	2,744,396,287	63,375,269	2,483,771,798	62,504,008
<i>Total non-current liabilities</i>	<i>3,631,132,818</i>	<i>83,852,329</i>	<i>2,483,771,798</i>	<i>62,504,008</i>
<i>Total liabilities</i>	<i>4,427,250,763</i>	<i>102,236,769</i>	<i>3,910,054,607</i>	<i>98,396,352</i>
Shareholders' Equity				
Share capital – issued and paid-up	520,000,000	20,392,157	520,000,000	20,392,157
Translation adjustment	168,888,751	5,345,546	159,706,393	4,996,371
Premium on ordinary shares	926,054,829	36,315,876	411,429,745	16,134,500
Statutory reserve – the Company	60,500,000	2,372,549	52,000,000	1,304,730
Statutory reserve – subsidiaries	77,466,000	2,856,051	169,995,000	5,187,990
General reserve in subsidiaries	24,181,905	800,153	24,181,905	800,153
Retained earnings (deficit)	(1,143,517,716)	8,101,614	563,637,665	45,281,485
<i>Total equity attributable to shareholders</i>	<i>633,573,769</i>	<i>76,183,945</i>	<i>1,900,950,708</i>	<i>94,097,386</i>
Minority interest – equity attributable to minority shareholders of subsidiaries	43,011,967	993,259	56,915,100	1,432,266
<i>Total Shareholders' Equity</i>	<i>676,585,736</i>	<i>77,177,205</i>	<i>1,957,865,808</i>	<i>95,529,652</i>
<i>Total Liabilities & Shareholders' Equity</i>	<i>5,103,836,499</i>	<i>179,413,974</i>	<i>5,867,920,415</i>	<i>193,926,004</i>

Table 3: Consolidated Income Statement for Twelve Months Ended 31st December 2003

Consolidated Income Statement	12 Months to 31/12/02		Fourth Quarter 2003		12 Months to 31/12/03	
	THB	USD	THB	USD	THB	USD
Revenues						
Vessel operating income	3,290,904,183	76,479,387	1,091,960,607	27,300,380	3,796,875,589	91,163,739
Service income	7,580,380	176,275	2,334,449	58,364	6,259,661	151,261
Gain on disposal of fixed assets	23,662,343	-	-	-	177,035	2,578
Exchange gains	73,120,913	-	20,146,855	-	184,190,660	-
Interest income	3,255,056	75,615	292,524	7,313	1,261,148	30,028
Other income	3,865,965	89,766	930,651	23,268	1,760,637	42,769
<i>Total revenues</i>	<i>3,402,388,840</i>	<i>76,821,043</i>	<i>1,115,665,086</i>	<i>27,389,325</i>	<i>3,990,524,730</i>	<i>91,390,375</i>
Expenses						
Vessel running expenses	1,030,909,341	23,965,877	243,482,227	6,087,360	957,395,362	22,936,127
Voyage disbursement	382,177,575	8,866,846	67,294,660	1,682,451	306,807,237	7,330,573
Bunker consumption	345,037,438	8,013,287	47,294,977	1,182,434	266,620,343	6,347,273
<i>Total vessel operating costs</i>	<i>1,758,124,354</i>	<i>40,846,010</i>	<i>358,071,864</i>	<i>8,952,245</i>	<i>1,530,822,942</i>	<i>36,613,973</i>
Cost of services	11,422,526	264,986	3,451,145	86,283	13,243,470	316,996
Administrative expenses	158,192,627	3,672,961	48,694,663	1,217,427	180,015,147	4,303,901
Bad debt and allowance for doubtful accounts	33,552,025	970,911	381,201	11,109	6,705,262	160,583
Provision for possible loss on other investments	161,353,403	4,380,891	-	-	-	-
Loss on sale of investment	379,725	8,788	-	-	-	-
Exchange losses	-	1,283,120	-	48,053	-	1,625,991
Depreciation	634,970,791	22,052,344	162,206,667	5,386,173	601,964,978	20,719,581
Loss on disposal of fixed assets	-	504,573	-	-	-	-
Share of loss from investments under equity method	433,572	10,034	-	-	-	-
Guarantee obligation	31,589,725	750,000	-	-	-	-
<i>Total expenses</i>	<i>2,790,018,748</i>	<i>74,744,618</i>	<i>572,805,540</i>	<i>15,701,290</i>	<i>2,332,751,799</i>	<i>63,741,025</i>

Consolidated Income Statement	12 Months to 31/12/02		Fourth Quarter 2003		12 Months to 31/12/03	
	THB	USD	THB	USD	THB	USD
<i>Income before interest and finance cost and income tax</i>	612,370,092	2,076,425	542,859,546	11,688,035	1,657,772,931	27,649,350
Less: Interest and finance costs	(201,132,019)	(4,675,164)	(31,096,330)	(777,447)	(254,923,424)	(6,071,882)
<i>Income before income tax</i>	411,238,073	(2,598,739)	511,763,216	10,910,588	1,402,849,507	21,577,468
Less: Corporate income tax	-	-	-	-	-	-
<i>Income before minority interest after tax</i>	411,238,073	(2,598,739)	511,763,216	10,910,588	1,402,849,507	21,577,468
Less: Net loss / (earning) of minority interest	433,347	9,323	1,651,096	41,279	(13,903,133)	(329,634)
<i>Net income before extraordinary items</i>	411,671,420	(2,589,416)	513,414,312	10,951,867	1,388,946,374	21,247,834
Gain on redemption of bonds	90,762,259	2,112,782	-	-	147,612,923	3,538,429
<i>Net income</i>	502,433,679	(476,634)	513,414,312	10,951,867	1,536,559,297	24,786,263
Dividend paid	-	-	(260,000,000)	(6,523,648)	(260,000,000)	(6,523,648)
Legal reserve – the Company	-	-	(52,000,000)	(1,304,730)	(52,000,000)	(1,304,730)
Legal reserve – subsidiaries	-	-	(92,529,000)	(2,331,939)	(92,529,000)	(2,331,939)
Transfer of statutory reserve – Company to offset deficit	-	-	-	-	60,500,000	2,372,549
Transfer of premium on ordinary share to offset deficit	-	-	-	-	514,625,084	20,181,376
Retained earnings, Beginning of the period	(1,645,951,395)	8,578,248	-	-	(1,143,517,716)	8,101,614
<i>Retained earnings, Ending of the period</i>	(1,143,517,716)	8,101,614	108,885,312	791,550	563,637,665	45,281,485
Earnings per share	0.97	(0.00)	0.99	0.02	2.95	0.05

APPENDICES

- 1. BAKER TILLY FAS (THAILAND)'S ENGAGEMENT LETTER**
- 2. POLICY OF RESTATEMENT FROM THB TO USD CURRENCY**

APPENDIX 2: POLICY OF RESTATEMENT FROM THB TO USD CURRENCY

In restating the financial statements, consideration has been given to Thai GAAP. However, due to the unique nature of this restatement the provisions of Thai GAAP may not necessarily have been complied with. A significant unique feature is that many of the assets, liabilities and transactions of PSL were originally denominated in USD and translated into THB as required by the SET. In these instances these assets, liabilities and transactions have been restated into USD at the exchange rate, or estimated exchange rate, at which they were converted into THB. This, however, was not always possible in relation to the transactions recorded in the income statement, as this would require matching each transaction with the exchange rate at that date, in which case the weighted average exchange rate was applied.

Based on the uniqueness of the restatement discussed above, BTF has sought to ensure the application of the most appropriate methods of restatement to reflect the underlying valuation and performance of the Company.

Please note that BTF's responsibility is limited only to check and certify the restatement of the financial statements in USD based on the quarterly / semi-annual / annual financial statements in Thai Baht currency (THB) already reviewed / audited by statutory auditors. As such, the scope is limited only to a review on the accuracy of the restatement of the financial statements based upon the existing set of accounts maintained in THB.

Accordingly, the policies of the restatement of the items in the Company's balance sheet and income statement can be described as follows: -

- Balance Sheet

Most items in PSL's audited / reviewed balance sheet are converted from THB into USD using the exchange rate as at the balance sheet date. THB / USD's buying rate is applied on the asset side while the selling rate is used on the liability side. This policy, however, is not applied to some items as BTF considers an alternative policy, as described below, would provide more accurate restatement into USD.

- Investments originally made in USD were translated by PSL into THB at the historical exchange rate as at the date of the investment. Therefore, in restating in USD the historical exchange rate has been used to reverse the translation.

- Vessels (including the barge and its equipment), drydock and the special survey were originally purchased in USD currency and translated into THB at the historical exchange rate as at the acquisition date. Therefore in restating to USD the historical exchange rate has been used to reverse the translation.

Where fixed assets were originally purchased in THB the assets are converted by PSL at the exchange rate as at the balance sheet date. This, compared with the translation of USD fixed assets, is not consistent and therefore BTF have applied the historical exchange rates to major THB fixed assets, i.e. buildings and berth equipment.

- Depreciation of assets which were originally acquired in USD is restated using the historical exchange rate at the date of acquisition. However, where the assets were originally purchased in THB, the depreciation is converted by PSL at the exchange rate as at the balance sheet date. Again, the policy on USD and THB asset depreciation is not consistent and therefore BTF has applied the historical exchange rates to major THB fixed assets, i.e. buildings and berth equipment.
- Bunker oil, accounts receivable and payable, and advance received from charterers were originally denominated in USD and are translated into THB at the exchange rate at the balance sheet date. The restatement into USD therefore is based on the 31st December 2003 exchange rate to reverse the translation.
- The nature of other current assets and liabilities is mostly very current and therefore the exchange rate as at the balance sheet date is applied.
- Other assets, excluding unamortised drydock and special survey, are denominated in USD and are translated into THB at the exchange rate as at the balance sheet date. The restatement into USD therefore has been done at the 31st December 2003 exchange rate to reverse the translation.
- Goodwill is the excess of the investment in Great Circle Shipping Agency Limited, one of PSL's subsidiaries, over its book value at the amount denominated in THB. Similar to fixed assets originally made in THB the restatement into USD is applied at the historical rate.
- Loans from banks, bonds and interest payable are mostly denominated in USD and are translated into THB at the exchange rate as at the balance sheet date. The restatement into USD therefore has been done at the 31st December 2003 exchange rate to reverse the translation. THB loans and debentures are also converted at the exchange rate as at the balance sheet date.

- Minority interest is derived from minority shareholders' portion in the retained earnings of subsidiaries of PSL calculated at the balance sheet date and therefore the exchange rate as at the balance sheet date is applied.
- Translation adjustment primarily relates to THB denominated assets and liabilities restated at different exchange rates to USD resulting in an imbalance in the balance sheet. This should not occur for assets and liabilities originally denominated in USD as we have sought to restate the THB amounts to the original USD amounts. It should therefore be understood that the USD cumulative translation adjustment is not the translation of the THB translation adjustment.
- Share capital and reserves are restated at the historical exchange rates in which movements occurred.

- **Income Statement**

Most items in the Company's audited / reviewed income statement were originally denominated in USD and translated into THB at the prevailing exchange rate¹ at that time. In order to perfectly restate these transactions it would be necessary to match each transaction with its historical exchange rate. This is outside the scope of our review. These items have been translated using the weighted average exchange rates for three months ended 31st December 2003, which should approximate (where income, expenses and exchange rates are relatively stable) the historical exchange rates of each transaction. However should the THB / USD exchange rate change significantly in the future, the policy may be amended to better illustrate PSL's performance in USD terms. This policy, again, is not applied to some items as we consider an alternative policy, as described below, would provide more accurate restatement in USD.

- Depreciation of assets originally acquired in USD is similar to the depreciation item in the balance sheet. This item is not directly translated using the weighted monthly average rate but the historical acquisition exchange rates. As mentioned earlier in the balance sheet section, the policy on USD and THB asset depreciation is not consistent and therefore the historical exchange rates are applied to major THB fixed assets, i.e. buildings and berth equipment.
- Gains / losses on disposal of fixed assets are converted at the actual THB / USD exchange rate as at the date of asset disposal for both USD and THB sales.
- The exchange gain in the USD Income Statement arises from THB denominated monetary assets and liabilities, minor fixed assets and current

¹ The foreign exchange rate used is the monthly average rate obtained from the Bank of Thailand one month afterwards, eg average THB / USD rate of April is applied as the basis for the month of May figure.

assets and liabilities which in USD terms have changed in value since 30 September 2003. Due to the complexity in obtaining detailed figures for each item it is assumed that these items are fixed for the whole financial statement period, i.e. since October 2003.

- Gain on swap termination is restated at the actual THB / USD exchange rate as at the date of swap termination.
- Dividend paid is restated at the historical exchange rates in which movements occurred.
- Retained earnings at the beginning of the year are restated into USD at the actual historical exchange rate for the periods in which retained earnings were recorded. However, as mentioned earlier, the historical rate applied to buildings and berth equipment affects their net value, which subsequently affects the retained earnings in the past.

Please note that any items existing in the accounts before June 1997 are converted at THB / USD rate of 25.5 since the devaluation of THB commenced in June 1997 as before the devaluation the THB / USD exchange rate was relatively stable at THB 25.5 / USD 1.