

Oceanexpress Limited

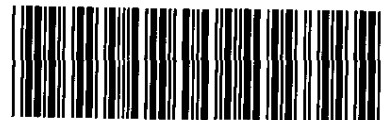
Unaudited Report and Financial Statements

Year Ended

31 December 2018

Company Number 02193611

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Oceanexpress Limited

Company Information

Directors	G R L Cousins J T Barendse
Registered number	02193611
Registered office	Station House Station Road Maldon Essex CM9 4LQ
Accountants	BDO LLP 16 The Havens Ransomes Europark Ipswich Suffolk IP3 9SJ

Oceanexpress Limited

Contents

	Page
Directors' Report	1
Directors' Responsibilities Statement	2
Accountant's Report	3
Statement of Comprehensive Income	4
Statement of Financial Position	5
Statement of Changes in Equity	6
Notes to the Financial Statements	7 - 18

Oceanexpress Limited

Directors' Report For the Year Ended 31 December 2018

The directors present their report together with the audited financial statements for the year ended 31 December 2018.

Principal activity

The company's principal activity is to provide management services to the group.

Results and dividends

The loss for the year, after taxation, amounted to £12,349 (2017 -loss £10,899).

The directors do not recommend the payment of a dividend (2017 - £Nil).

Directors

The directors who served during the year were:

G R L Cousins
J T Barendse

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 2nd July 2019 and signed on its behalf.



J T Barendse
Director

Oceanexpress Limited

Directors' Responsibilities Statement For the Year Ended 31 December 2018

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Oceanexpress Limited

Chartered Accountants' Report to the Board of Directors on the Preparation of the Unaudited Financial Statements of Oceanexpress Limited for the Year Ended 31 December 2018

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Oceanexpress Limited for the year ended 31 December 2018 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and the related notes from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at <http://www.icaew.com/en/members/regulations-standards-and-guidance/>.

This report is made solely to the board of directors of Oceanexpress Limited, as a body, in accordance with the terms of our engagement letter dated 28 June 2019. Our work has been undertaken solely to prepare for your approval the accounts of Oceanexpress Limited and state those matters that we have agreed to state to the board of directors of Oceanexpress Limited, as a body, in this report in accordance with ICAEW Technical Release TECH07/16AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Oceanexpress Limited and its board of directors as a body for our work or for this report.

It is your duty to ensure that Oceanexpress Limited has kept adequate accounting records and to prepare statutory accounts that give a true and fair view of the assets, liabilities, financial position and loss of Oceanexpress Limited. You consider that Oceanexpress Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of Oceanexpress Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory accounts.

BDO LLP

BDO LLP
Ipswich
United Kingdom

2nd July 2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Oceanexpress Limited

Statement of Comprehensive Income For the Year Ended 31 December 2018

	Note	2018 £	2017 £
Turnover	4	736,542	707,044
Gross profit		<u>736,542</u>	<u>707,044</u>
Administrative expenses		(749,895)	(718,857)
Operating loss	5	(13,353)	(11,813)
Interest receivable and similar income	7	1,004	914
Loss before tax		<u>(12,349)</u>	<u>(10,899)</u>
Tax on loss	8	-	-
Loss for the financial year		<u>(12,349)</u>	<u>(10,899)</u>
Other comprehensive income		-	-
Total comprehensive loss for the year		<u><u>(12,349)</u></u>	<u><u>(10,899)</u></u>

The notes on pages 7 to 18 form part of these financial statements.

Oceanexpress Limited

Registered number: 02193611

**Statement of Financial Position
As at 31 December 2018**

	Note	2018 £	2018 £	2017 £	2017 £
Fixed assets					
Tangible assets	9		5,728		11,256
Investments	10		17,819		17,819
			<u>23,547</u>		<u>29,075</u>
Current assets					
Debtors: amounts falling due within one year	11	972,540		929,139	
Cash at bank and in hand		15,292		38,088	
		<u>987,832</u>		<u>967,227</u>	
Creditors: amounts falling due within one year	12	(301,437)		(274,011)	
Net current assets			<u>686,395</u>		<u>693,216</u>
Net assets			<u>709,942</u>		<u>722,291</u>
Capital and reserves					
Called up share capital	14		5,000		5,000
Profit and loss account	15		704,942		717,291
Total equity			<u>709,942</u>		<u>722,291</u>

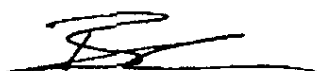
The directors consider that the company is entitled to exemption from audit under section 479A of the Companies Act 2006.

The members have not required the company to obtain an audit for the year in question in accordance with section 476 of Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on
2ND JULY 2019



J T Barendse
Director

The notes on pages 7 to 18 form part of these financial statements.

Oceanexpress Limited

Statement of Changes in Equity For the Year Ended 31 December 2018

	Called up share capital £	Profit and loss account £	Total equity £
At 1 January 2018	5,000	717,291	722,291
Comprehensive loss for the year			
Loss for the year	-	(12,349)	(12,349)
Total comprehensive loss for the year	-	(12,349)	(12,349)
At 31 December 2018	5,000	704,942	709,942

Statement of Changes in Equity For the Year Ended 31 December 2017

	Called up share capital £	Profit and loss account £	Total equity £
At 1 January 2017	5,000	728,190	733,190
Comprehensive loss for the year			
Loss for the year	-	(10,899)	(10,899)
Total comprehensive loss for the year	-	(10,899)	(10,899)
At 31 December 2017	5,000	717,291	722,291

The notes on pages 7 to 18 form part of these financial statements.

Oceanexpress Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

1. General information

Oceanexpress Limited is a private company limited by shares and incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given on the company information page and the nature of the company's operations and its principal activities are set out in the directors' report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d).

This information is included in the consolidated financial statements of OTS Logistics Belgium NV as at 31 December 2018 and these financial statements may be obtained from Jagershoek 14, B-2970 Schilde, Belgium.

2.3 Going concern

These financial statements have been prepared under the going concern basis. The directors of the ultimate parent company OTS Topco Limited, have provided a letter of support confirming that OTS Topco Limited will provide such support as is necessary to enable Oceanexpress Limited to meet its liabilities as they fall due for a period of not less than twelve months from the date of approval of these financial statements. The directors consider this sufficient for the company to continue as a going concern for the foreseeable future.

2.4 Exemption from preparing consolidated financial statements

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of Section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

2.5 Revenue

Revenues within the company relate to management services charged to its parent company, OTS Logistics Belgium NV, in relation to the payroll charges and other associated costs of employment including office rental charges, travel and subsistence and other related costs.

Oceanexpress Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

2. Accounting policies (continued)

2.6 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight line method.

Depreciation is provided on the following basis:

Leasehold improvements	- Over the remainder of the lease term
Computer equipment	- 36 months straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the statement of comprehensive income.

2.7 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.8 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.9 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

Oceanexpress Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

2. Accounting policies (continued)

2.10 Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.11 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Oceanexpress Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

2. Accounting policies (continued)

2.12 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the statement of comprehensive income within 'other operating income'.

2.13 Operating leases: the company as lessee

Rentals paid under operating leases are charged to the statement of comprehensive income on a straight line basis over the lease term.

2.14 Pensions

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the statement of financial position. *The assets of the plan are held separately from the company in independently administered funds.*

2.15 Interest income

Interest income is recognised in the statement of comprehensive income using the effective interest method.

Oceanexpress Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

2. Accounting policies (continued)

2.16 Taxation

Tax is recognised in the statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Oceanexpress Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described above, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities at the reporting date and the amounts of revenue and expenses incurred during the period that may not be readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions that have the most significant impact are set out below:

- Investments (see note 10)

The most critical estimates, assumptions and judgements relate to the determination of carrying value of investments at cost less impairment. In determining this amount the carrying value is calculated by reference to the cost of investment and the net asset position of the subsidiary to which the investment relates.

- Accruals (see 12)

The most critical estimates, assumptions and judgements relate to the completeness and measurement accruals. Management review outstanding purchase orders regularly and for any orders where an invoice has not been received at the period end estimate the expected cost to be recorded in relation to the invoiced order. Accrued amounts are compared to invoices received post period end to ensure that they reflect the best estimate.

4. Turnover

All turnover arose within the European Union excluding the United Kingdom.

5. Operating loss

The operating loss is stated after charging:

	2018 £	2017 £
Depreciation of tangible fixed assets	8,012	3,336
Hire of other assets - operating leases	54,048	52,075
Fees payable to the company's auditor and its associates for the audit of the company's annual financial statements	-	6,500
Exchange differences	3,214	3,264

Oceanexpress Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

6. Employees

The average monthly number of employees, including the directors, during the year was as follows:

	2018 No.	2017 No.
Administration	4	4

7. Interest receivable and similar income

	2018 £	2017 £
Interest receivable from group companies	1,004	914

8. Taxation

	2018 £	2017 £
Current tax on profits for the year	-	-
Total current tax	-	-

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2017 -higher than) the standard rate of corporation tax in the UK of 19% (2017 -19.25%). The differences are explained below:

	2018 £	2017 £
Loss on ordinary activities before tax	(12,349)	(10,899)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 -19.25%)	(2,346)	(2,098)
Effects of:		
Expenses not deductible for tax purposes	190	173
Group relief	1,105	-
Adjust closing deferred tax to average rate of 19.25%	836	1,044
Adjust opening deferred tax to average rate of 19.25%	(725)	(819)
Deferred tax not recognised	940	1,700
Total tax charge for the year	-	-

Oceanexpress Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

8. Taxation (continued)

Factors that may affect future tax charges

The company has tax and capital losses available of £4,526 (2017 - £19,663) and £27,182 (2017 - £27,182) respectively to offset against future profits. The potential deferred tax asset has not been recognised in respect of these available losses as the company does not expect the available losses to be utilised in the foreseeable future.

9. Tangible fixed assets

	Leasehold improvements £	Computer equipment £	Total £
Cost			
At 1 January 2018	5,656	9,515	15,171
Additions	-	3,060	3,060
Disposals	-	(985)	(985)
At 31 December 2018	5,656	11,590	17,246
Depreciation			
At 1 January 2018	1,028	2,887	3,915
Charge for the year on owned assets	4,628	3,385	8,013
Disposals	-	(410)	(410)
At 31 December 2018	5,656	5,862	11,518
Net book value			
At 31 December 2018	-	5,728	5,728
At 31 December 2017	4,628	6,628	11,256

Oceanexpress Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

10. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2018	28,872
At 31 December 2018	<u>28,872</u>
Impairment	
At 1 January 2018	11,053
At 31 December 2018	<u>11,053</u>
Net book value	
At 31 December 2018	<u>17,819</u>
At 31 December 2017	<u>17,819</u>

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Oceanexpress GmbH	Germany	Ordinary	100%	Dormant
Global Freight Services GmbH	Germany	Ordinary	100%	Dormant

The registered address of the above subsidiary undertakings is Frankenstrasse 18, Et.2, 20097 Hamburg, Germany.

Oceanexpress Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

11. Debtors

	2018 £	2017 £
Amounts owed by group undertakings	940,712	894,595
Other debtors	22,165	21,726
Prepayments and accrued income	9,663	12,818
	<u>972,540</u>	<u>929,139</u>

12. Creditors: Amounts falling due within one year

	2018 £	2017 £
Trade creditors	-	621
Amounts owed to group undertakings	121,417	96,259
Other taxation and social security	16,097	24,565
Other creditors	153,125	103,023
Accruals and deferred income	10,798	49,543
	<u>301,437</u>	<u>274,011</u>

13. Financial instruments

	2018 £	2017 £
Financial assets		
Financial assets that are debt instruments measured at amortised cost	<u>978,169</u>	<u>954,409</u>
Financial liabilities		
Financial liabilities measured at amortised cost	<u>(285,338)</u>	<u>(242,047)</u>

Financial assets that are debt instruments measured at amortised cost comprise cash, amounts owed to group undertakings and other debtors.

Financial liabilities measured at amortised cost comprise trade creditors, amounts owed to group undertakings, other creditors and accruals.

Oceanexpress Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

14. Share capital

	2018 £	2017 £
Allotted, called up and fully paid		
5,000 ordinary shares of £1 each	<u>5,000</u>	<u>5,000</u>

15. Reserves

The company's capital and reserves are as follows:

Called up share capital

Called up share capital represents the nominal value of the shares issued.

Profit and loss account

The profit and loss account represents cumulative profits or losses net of dividends paid and other adjustments.

16. Commitments under operating leases

At 31 December 2018 the company had future minimum lease payments under non-cancellable operating leases as follows:

	2018 £	2017 £
Not later than 1 year	70,594	95,422
Later than 1 year and not later than 5 years	14,368	5,038
	<u>84,962</u>	<u>100,460</u>

17. Related party transactions

The company has taken advantage of the exemption available in section 33.1A of FRS 102 whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group.

Key management personnel include all directors and a number of senior staff across the company who have the authority and responsibility for planning, directing and controlling activities of the company. The total compensation paid to key management personnel for services provided to the company was £443,724 (2017 - £460,491).

Oceanexpress Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

18. Ultimate parent company and parent undertaking of larger group

At the year end, the immediate parent company was OTS Logistics Belgium NV, a company registered in Belgium. The ultimate holding company was OTS Topco Limited, a company registered in Hong Kong.

The largest group in which the results of the company are consolidated is that headed by OTS Topco Limited. The smallest group in which they are consolidated is that headed by OTS Logistics Belgium NV. The consolidated accounts are available to the public and may be obtained from Jagershoek 14, B-2970 Schilde, Belgium.