DIRECTORS' REPORT AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

(Company No: 971548)



DIRECTORS REPORTFOR THE YEAR ENDED 31 DECEMBER 2003

1. The Directors present herewith their annual report and the audited consolidated financial statements of P&O Swire Containers Limited and its subsidiaries ("the Group") for the year ended 31 December 2003.

2. Group Results

The consolidated profit and loss account for the year is set out on page 5.

3. Dividends

The Directors do not recommend the payment of a dividend in respect of the year ended 31 December 2003.

4. Creditor Payment Policy

It is not the Group's policy to follow any published code or standard on payment practice in respect of its suppliers. P&O Swire Containers Limited ("the Company") has a policy to pay all suppliers for approved purchases according to credit terms agreed with individual suppliers.

5. Principal Activities of the Group and Review of the Year

The principal activity of the Group is the operation of container transport shipping services between Australia, New Zealand and the Far East.

6. <u>Directors</u>

The Directors who held office during the year were as follows:

G. Cundle
J.W.J. Hughes-Hallett
A.J. Mason
N. Pusey
J.D. Roberts
B.N. Swire
R.B. Woods (resigned 31 December 2003)

During 2004, N S Pusey and J D Roberts ceased to be directors, on 1 June and 1 September 2004 respectively, whilst additional directors were P N Green (appointed 1 January 2004), D A Robbie (appointed 24 May 2004) and H F Meurs and RPM van Slobbe (both appointed 01 September 2004).

7. <u>Directors' Interests</u>

According to the register of directors' interests kept under section 325 of the Companies Act 1985, no directors had disclosable interests in either the shares of the Company or of any other Group company at the end of the year.

BY ORDER OF THE BOARD

G. R. CHEESEMAN Secretary

Registered Office Beagle House Braham Street London E1 8EP

25 November 2004

Statement of Directors' Responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and group and of the profit or loss for that period. In preparing those financial statements, the directors are required to:

- (a) select suitable accounting policies and then apply them consistently;
- (b) make judgements and estimates that are reasonable and prudent;
- (c) state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- (d) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF P&O SWIRE CONTAINERS LIMITED

We have audited the financial statements on pages 5 to 18.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective Responsibilities of Directors and Auditors

The directors are responsible for preparing the director's report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statue, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the group is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the group's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the group as at 31 December 2003 and of the loss of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Ple
Chartered Accountants
Registered Auditor

8 Salisbury Square London EC4Y 8BB

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Consolidated Profit and Loss Account For The Year Ended 31 December 2003

	<u>Notes</u>	<u>2003</u> USD'000	2002 USD'000
Turnover Cost of sales	2	75,317 (73,237)	77,135 (75,172)
Gross profit Administrative expenses		2,080 (4,184)	1,963 (3,796)
Operating loss Other operating income Loss on sale of fixed assets	3 6	(2,104) 1,277 (394)	(1,833) 167 (2,006)
Loss on ordinary activities before interest Interest expense		(1,221)	(3,672)
Loss on ordinary activities before taxation Tax on loss on ordinary activities	7	(1,221) (34)	(3,675) (29)
Loss on ordinary activities after taxation	15	(1,255)	(3,704)
Retained reserves at 1 January 2003		51,346	55,050
Retained reserves at 31 December 2003		50,091	51,346

There are no gains or losses other than those recognised above.

All turnover and loss on ordinary activities is derived from continuing operations.

The notes on pages 8 to 18 form part of these financial statements.

Consolidated Balance Sheets as at 31 December 2003

	<u>Notes</u>	<u>Group</u> <u>2003</u> USD'000	<u>Group</u> <u>2002</u> USD'000	Company 2003 USD'000	<u>Company</u> <u>2002</u> USD'000
FIXED ASSETS					
Tangible assets	8	40,087	44,269	40,087	44,269
Investments	9	-	-	1,677	1,694
CANDED AND A COURT		40,087	44,269	41,764	45,963
CURRENT ASSETS	10	2 152	2 927	2 152	2.027
Stocks Debtors	10	3,152	2,837	3,152	2,837
Cash at bank and on hand	11	20,555 7	13,695 -	20,555 7	13,695
		23,714	16,532	23,714	16,532
CREDITORS					
- amounts falling due within one year	12	(12,765)	(8,510)	(12,765)	(8,510)
		10,949	8,022	10,949	8,022
TOTAL ASSETS LESS CURRENT LIABILITIES		51,036	52,291	52,713	53,985
crepitors -amounts falling due after more than one year	13	-	-	(1,677)	(1,694)
NET ASSETS		51,036	52,291	51,036	52,291
CAPITAL AND RESERVES			- 		
Called up share capital	14,15	96	96	96	96
Share premium account	15	849	849	849	849
Profit and loss account	15	50,091	51,346	50,091	51,346
EQUITY SHAREHOLDERS' FUNDS	15	51,036	52,291	51,036	52,291
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These financial statements were approved by the Board of Directors on 25th November 2004.

and were signed on its behalf by A J MASON, Director

A.J. Mun

The notes on pages 8 to 18 form part of these financial statements.

Consolidated Cash Flow Statement For The Year Ended 31 December 2003

	Notes	2 <u>003</u> USD'000	2 <u>002</u> USD'000
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	16	54	(769)
UK tax paid		(28)	(1,417)
TAX PAID	•	(28)	(1,417)
Sale of tangible fixed assets NET CASH INFLOW FROM INVESTING ACTIVITIES		8 8	2,200 2,200
Interest paid		-	(3)
NET CASH INFLOW BEFORE FINANCING		34	11
NET CASH OUTFLOW FROM FINANCING		-	-
INCREASE IN CASH EQUIVALENTS	17	34	11

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/(DEBT)

		2003 USD'000	<u>2002</u> USD'000
INCREASE IN CASH IN THE PERIOD		34	11
MOVEMENT IN NET FUNDS NET DEBT AT 1 JANUARY		34 (27)	11 (38)
NET FUNDS/(DEBT) AT 31 DECEMBER	18	7	(27)

The notes on pages 8 to 18 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the group's financial statements.

(a) Basis of Preparation

The financial statements have been prepared in accordance with applicable accounting standards, and under the historical cost accounting rules.

(b) <u>Basis of Consolidation</u>

The consolidated financial statements for the year ended 31 December 2003 include the financial statements of the company and its subsidiary undertakings.

(c) Turnover

Turnover represents the amounts, excluding VAT and similar sales taxes, invoiced to customers in respect of shipping and transport operations completed during the accounting period.

(d) Operating loss

Operating loss includes the results of all shipping and transport operations completed during the period. Revenue and costs in respect of such operations which were not completed at the end of the period are carried forward as "Deferred revenue" and within "Stocks" respectively.

The Group participates in certain operating arrangements with other lines. The results thereof are accounted for on an accruals basis, estimates being used to the extent that final information is not available.

NOTES TO THE FINANCIAL STATEMENTS (continued)

(e) Foreign Currencies

The company's functional currency is the US dollar. At 31 December 2003, the US dollar: Sterling exchange rate was 1:0.563 (2002:1:0623). Transactions in foreign currencies are recorded at the rate of exchange ruling at the date of the transaction or at the rate specified in any related forward exchange contract. Profits and losses of subsidiaries, branches and associates which have currencies of operation other than US dollars are translated into US dollars at average rates of exchange except for material exceptional items which are translated at the rate ruling on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the year end exchange rates.

Exchange differences arising from the translation of the opening net assets of subsidiaries, branches and associates, which have currencies of operations other than US dollars, and any related loans, are taken to reserves together with the differences arising when the profit and loss accounts are translated at average rates and compared with rates ruling at the year end. Other exchange differences are taken to the profit and loss account.

(f) Depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal installments over their expected lives as follows:

(i) Container ships

25 years

(ii) Containers and trailers:

10-15 years

(g) Ship Dry Dock Expenditure

An element of the cost of an acquired ship is attributed at acquisition to its service potential reflecting its maintenance condition. This cost is amortised over the period to the next dry docking or the remaining life of the ship. Costs incurred on subsequent dry docking of ships are capitalised within tangible fixed assets and amortised over the period to the next dry docking.

NOTES TO THE FINANCIAL STATEMENTS (continued)

(h) Pensions

The company participates in a defined contribution pension scheme for its employees. Contributions, based on a fixed percentage of employees' salaries, are determined by both the Australian government and unions. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to \$159,605 (2002: \$94,706).

(i) <u>Taxation</u>

The charge for taxation is based on the Net Tonnage of the vessels operated.

(j) <u>Investments in Subsidiaries</u>

The investments in subsidiaries are stated at the lower of cost and the underlying net asset value of the relevant subsidiary undertakings.

(k) Stocks

Stocks are valued at the lower of cost and net realisable value.

(l) Loss of the Company

No separate profit and loss account is presented for the company as provided by S228(7) of the Companies Act 1985. The loss of the company for the year is shown in note 15.

(m) Cash

Cash, for the purposes of the cash flow statement, comprises cash in hand and deposits repayable on demand, less overdrafts payable on demand.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. GEOGRAPHICAL ANALYSIS OF TURNOVER

	Group <u>2003</u> USD'000	Group <u>2002</u> USD'000
Australia & Pacific	30,011	37,739
Far East	45,306	39,396
	75,317	77,135

3. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

The loss on ordinary activities before taxation is stated after charging:

	Group <u>2003</u> USD'000	Group <u>2002</u> USD'000
Depreciation Auditor's remuneration for audit services	3,780	3,841
; Group	9	11
: Parent	8	11
Loss on sale of containers	394	-
Loss on sale of ship	-	2,006

4. STAFF NUMBERS AND COSTS

The average number of persons employed by the group during the year was as follows:

	2003 <u>Nos</u>	2002 <u>Nos</u>
Overseas staff - Seafarers	22	28
	Group <u>2003</u> USD'000	Group <u>2002</u> USD'000
Salaries and wages paid to company employees Contributions to pension fund	1,358 160	1,231 95
	1,518	1,326

The employees of the company are members of independently managed Australian pension funds. The company does not operate an internally managed scheme on behalf of its employees.

NOTES TO THE FINANCIAL STATEMENTS (continued)

5. REMUNERATION OF DIRECTORS

No remuneration was paid or is payable for duties performed (2002: US\$ nil).

6. OTHER OPERATING INCOME

	Group <u>2003</u> USD'000	Group <u>2002</u> USD'000
Realised foreign exchange gain	1,277	167

7. TAX ON LOSS ON ORDINARY ACTIVITIES

(a) Analysis of charge for the year

Group	Group
<u>2003</u>	<u>2002</u>
USD'000	USD'000
-	3
(34)	(32)
(34)	(29)
	2003 USD'000

The company has entered into the Tonnage Tax regime with effect from 1 January 2001.

(b) Factors affecting the tax charge for the year

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The differences are explained below:

	Group <u>2003</u> USD'000	Group <u>2002</u> USD'000
Loss on ordinary activities before tax	(1,221)	(3,675)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2002:30%)	366	1,103
Effects of: - Tonnage tax charge - Adjustments made to the current tax charge in respect of the previous period	(400) -	(1,135)
Current Year Charge	(34)	(29)

NOTES TO THE FINANCIAL STATEMENTS (continued)

8. FIXED ASSETS: TANGIBLE ASSETS

Group and Company		Plant &	
	Ships	Equipment	m . t
	<u>Owned</u> USD'000	<u>Owned</u> USD'000	<u>Total</u> USD'000
	CBD VVV	CSD CCC	C55 000
Cost			
At 1 January 2003	61,641	36,871	98,512
Disposals	(2,700)	(2,231)	(4,931)
At 31 December 2003	58,941	34,640	93,581
<u>Depreciation</u>			
At 1 January 2003	27,250	26,993	54,243
Charge for the year	2,237	1,543	3,780
Dísposals	(2,700)	(1,829)	(4,529)
At 31 December 2003	26,787	26,707	53,494
Net Book Value as at 31 December 2003	32,154	7,933	40,087
			
Net Book Value as at 31 December 2002	34,391	9,878	44,269

NOTES TO THE FINANCIAL STATEMENTS (continued)

9. FIXED ASSETS: INVESTMENTS

Company: Investments in subsidiary undertakings	2003 USD'000	2 <u>002</u> USD'000
At 31 December 2002 and 31 December 2003	1,677	1,694

SUBSIDIARY UNDERTAKINGS

The following information is given in respect of all subsidiary undertakings:

	Country of Incorporation	Principal activity	Class of Issued Capital	Applicable to P&O Swire Containers Ltd.
P&O Swire Containers (Aust) Limit	ted England	Dormant	Ordinary £1 each	100.0%
			Deferred £1 each	96.7%
P&O Swire Containers (NZ) Limite	ed England	Dormant	Ordinary £1 each	100.0%
Eastern & Australian Steamship Co Limited	mpany England	Dormant	Ordinary £1 each	100.0%

10. STOCKS

	2003 <u>Group</u> USD'000	<u>2002</u> <u>Group</u> USD'000	2003 Company USD'000	2002 Company USD'000
Fuel stocks and consumables Work in progress	3,152	906 1,931	3,152	906 1,931
	3,152	2,837	3,152	2,837

NOTES TO THE FINANCIAL STATEMENTS (continued)

11. DEBTORS

	2003 Group USD'000	2002 <u>Group</u> USD'000	2003 <u>Company</u> USD'000	2002 Company USD'000
Amounts receivable within one year:				
Trade debtors Amounts owing from other group	4,186	614	4,186	614
companies	16,281	12,969	16,281	12,969
Prepayments and accrued income	88	112	88	112
	20,555	13,695	20,555	13,695

12. CREDITORS: Amounts falling due within one year

	2003 <u>Group</u> USD'000	2002 Group USD'000	2003 Company USD'000	2002 Company USD'000
Bank loans and overdrafts	-	27	-	27
Trade creditors and accruals	2,486	2,868	2,486	2,868
Other creditors:				
UK Corporation tax	1,261	1,419	1,261	1,419
Deferred revenue	9,018	4,196	9,018	4 ,196
				
	12,765	8,510	12,765	8,510

13. CREDITORS: Amounts falling due after more than one year

	2003 Group USD'000	2002 Group USD'000	2003 Company USD'000	2002 Company USD'000
Amounts owing to subsidiaries	-	-	1,677	1,694
			1,677	1,694

The Group and Company:

All loans are unsecured and interest free, and are repayable on demand in whole or part within 2-5 years.

NOTES TO THE FINANCIAL STATEMENTS (continued)

14. SHARE CAPITAL

At 31 December 2002 and 31 December 2003	Authorised £'000	Allotted, Called up and fully paid £'000
Ordinary shares of £1 each	100	56

15. RECONCILIATION OF THE MOVEMENT IN SHAREHOLDERS' FUNDS

Group:

			<u>Profit</u>	<u>2003 Total</u>	2002 <u>Total</u>
	<u>Share</u>	<u>Share</u>	& Loss	Shareholders' S	<u>hareholders'</u>
	Capital	<u>Premium</u>	Account	<u>Funds</u>	<u>Funds</u>
	USD'000	USD'000	USD'000	USD'000	USD'000
At beginning of year Loss for the year	96	849	51,346	52,291	55,995
after tax	-	-	(1,255)	(1,255)	(3,704)
At end of Year	96	849	50,091	51,036	52,291
					

Company:

	Share <u>Capital</u> USD'000	<u>Share</u> <u>Premium</u> USD'000	Profit & Loss Account USD'000	2003 Total Shareholders' St Funds USD'000	2002 Total nareholders' Funds USD'000
					• • • • • • • • • • • • • • • • • • • •
At beginning of year Loss for the year	96	849	51,346	52,291	55,995
after tax	-	-	(1,255)	(1,255)	(3,704)
At end of Year	96	849	50,091	51,036	52,291

NOTES TO THE FINANCIAL STATEMENTS (continued)

16. RECONCILIATION OF OPERATING LOSS TO NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES

	<u>2003</u> Group	<u>2002</u> Group
	USD'000	USD'000
Operating Loss before interest and tax	(1,221)	(3,839)
Foreign Exchange	(164)	167
Depreciation Charges	3,780	3,841
Loss on Sale of Tangible Fixed Assets	394	2,006
Increase in Stocks	(315)	(1,413)
(Increase)/decrease in Debtors	(6,860)	31
Increase/(decrease) in Creditors	4,440	(1,562)
NET CASH INFLOW/(OUTFLOW) FR	ROM	
OPERATING ACTIVITIES	54	(769)

17. ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS DURING THE YEAR

	Cash at bank	Cash at bank
	and in hand	and in hand
	2003	2002
	<u>Group</u> USD'000	Group USD'000
Balance at the beginning of the year Net cash inflow	(27) 34	(38) 11
Balance at the end of the year	7	(27)

18. CASH FLOW STATEMENT - ANALYSIS OF NET FUNDS/DEBT

	<u>At 1</u> <u>January</u> <u>2003</u>	<u>Cashflow</u>	At 31 December 2003
	USD'000	USD'000	USD'000
Cash at bank and in hand/			_
(bank loans and overdrafts)	(27)	34	7
	(27)	34	7
		<u> </u>	

NOTES TO THE FINANCIAL STATEMENTS (continued)

19. RELATED PARTY TRANSACTIONS

Under the provision of Financial Reporting Standard 8, all material transactions between the company and its related parties must be separately disclosed. P&O Swire Containers Limited is dependant upon the P&O Nedlloyd Container Line Limited group for the provision and administration of a significant proportion of the company's operating and administration expenditure. Transactions between the company and its related parties are conducted on an arms length basis.

This note contains an analysis of these transactions by related party, by major cost type, in the year to 31 December 2003 and outstanding balances at 31 December 2003.

Charges to the company in the year to 31 December 2003 P&O Nedlloyd Container Line Limited	2003 USD'000	2002 USD'000
Charges for container provision Charges for commission and administration	14,392 13,904	16,916 14,714

20. ULTIMATE PARENT UNDERTAKING

On 31 December 2003 the company's ultimate parent undertaking and controlling party was P&O Nedlloyd Container Line Limited. On 16 April 2004 the ultimate parent company changed to Royal P&O Nedlloyd NV, a company registered in the Netherlands. Copies of the group financial statements of P&O Nedlloyd Container Line Limited are available from the Registrar of Companies, Companies House, Crown Way, Cardiff, CF4 3HZ.