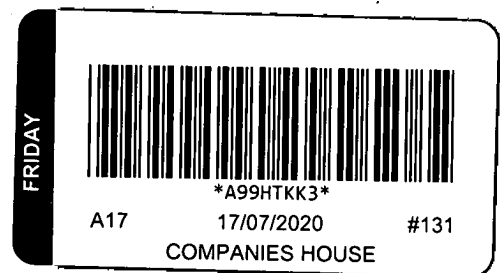


**SG LEASING (RUBY) LIMITED**

**DIRECTORS' REPORT & FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2019**



**COMPANY REGISTRATION NO. 05038975**

SG LEASING (RUBY) LIMITED  
YEAR ENDED 31 DECEMBER 2019

CORPORATE INFORMATION

DIRECTORS

S. D. Cook (Resigned 5 April 2019)  
N. M. Dent  
S. L. Fowler  
N. C. Proudfoot  
L. G. Sides  
P. Shields (Resigned 20 May 2019)

SECRETARY

K. Balinska-Jundzill

BANKERS

One Bank Street  
Canary Wharf  
London  
E14 4SG

REGISTERED OFFICE &  
PRINCIPAL PLACE OF BUSINESS

One Bank Street  
Canary Wharf  
London  
E14 4SG

SG LEASING (RUBY) LIMITED  
YEAR ENDED 31 DECEMBER 2019

REPORT OF THE DIRECTORS

The directors submit their annual report and financial statements for the year ended 31 December 2019.

SG Leasing (Ruby) Limited is incorporated in the United Kingdom under the Companies Act 2006. The company registration number is 05038975.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The principal activity of the Company is the grantor of a put option in favour of SG Leasing (Gems) Limited requiring the Company to purchase the ship mv British Ruby. This option sum would be financed by committed standby loan facilities provided by Société Générale Group companies and other banks.

The Company is entitled to act as sales agent for SG Leasing (Gems) Limited following the termination or expiry of a bareboat charter and the subsequent sale of the ship by that company in scenarios where the put option is not exercised. As sales agent the Company is also entitled to a sales commission being a share, if any, of the sales proceeds received by SG Leasing (Gems) Limited in excess of the option sum that would have been due that day.

These financial statements are presented in U.S. dollars because that is the currency of the primary economic environment in which the Company may be required to operate upon exercise of the put option or the sales agency.

The Company relies on staff employed by Société Générale, London Branch, whose principal activity is investment banking. The client relationship exists with, and is managed by, Société Générale, London Branch.

RESULTS AND DIVIDEND

The Company did not trade during the year ended 31 December 2019 or during the preceding year.

The Directors do not recommend the payment of a dividend (2018: \$nil).

SG LEASING (RUBY) LIMITED  
YEAR ENDED 31 DECEMBER 2019

REPORT OF THE DIRECTORS (Continued)

DIRECTORS

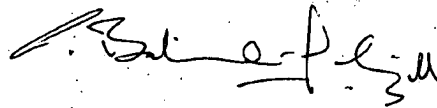
The directors who served during the period were:

S. D. Cook (Resigned 5 April 2019)  
N. M. Dent  
S. L. Fowler  
N. C. Proudfoot  
L. G. Sides  
P. Shields (Resigned 20 May 2019)

LIABILITY INSURANCE FOR COMPANY OFFICERS

The Company has taken out liability insurance as permitted by Section 233 Companies Act 2006 to cover directors and officers.

By order of the Board,



K. Balinska-Jundzill  
Secretary

29 May 2020

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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), including Financial Reporting Standard 101 Reduced Disclosure Framework. 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 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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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.

**SG LEASING (RUBY) LIMITED**  
**YEAR ENDED 31 DECEMBER 2019**

**STATEMENT OF COMPREHENSIVE INCOME**

**For the year ended 31 December 2019**

	<b><u>Notes</u></b>	<b><u>2019</u></b>	<b><u>2018</u></b>
		<b>US\$</b>	<b>US\$</b>
TURNOVER		-	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	-
Tax on profit on ordinary activities	2	-	-
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION AND RETAINED PROFIT FOR THE YEAR		-	-

The Company did not trade in the year to 31 December 2019 or during the preceding year.

The notes on pages 8 and 10 form an integral part of these financial statements.

**SG LEASING (RUBY) LIMITED**  
**YEAR ENDED 31 DECEMBER 2019**

**STATEMENT OF FINANCIAL POSITION**  
**As at 31 December 2019**

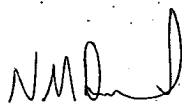
		<u>2019</u>		<u>2018</u>	
	Notes	US \$	US\$	US\$	US\$
<b>FIXED ASSETS</b>					
Ship	2		-		-
<b>CURRENT ASSETS</b>					
Amounts due from Group					
Undertakings		3		3	
		<u>3</u>		<u>3</u>	
<b>NET CURRENT ASSETS</b>			3		3
<b>NET ASSETS</b>			<u>3</u>		<u>3</u>
<b>CAPITAL AND RESERVES</b>					
Share Capital	3		3		3
<b>SHAREHOLDERS' FUNDS</b>			<u>3</u>		<u>3</u>

For the year ended 31 December 2019 the Company was entitled to the exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

**Directors' responsibilities:**

- the members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006; and
- the directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts.

The financial statements were approved by the board of directors on 29 May 2020 and signed on its behalf by:



Director

N. M. Dent

The notes on pages 8 to 10 form an integral part of these financial statements.

The company registration number is 05038975.

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year is set out below.

a) Basis of Preparation

The accompanying financial statements have been prepared in accordance with the recognition and measurement principles of International Financial Reporting Standards issued by the IASB and interpretation issued by the International Financial Reporting Interpretations Committee of the IASB as adopted by the European Union under FRS 101 Reduced Disclosure Framework. The Company meets the definition of a qualifying entity under Financial Reporting Standard 100 Application of Financial Reporting Requirements issued by the Financial Reporting Council.

The financial statements are prepared on the historical cost basis.

b) Revenue

The Company will only receive income if either (i) the put option granted by the Company, described in note 2, is exercised in respect of the ship mv British Ruby and the ship is subsequently sold or chartered out by the Company, or (ii) the ship is sold by the option holder for a price exceeding the option sum in which case the Company is entitled to a sales commission.

c) Expenses

The day to day running expenses of the Company are borne directly by Société Générale, London branch, and as such they do not appear in these financial statements.

d) Tangible fixed assets

Due to the details outlined in note 2 unless the put option is exercised, the Company does not own the ship nor will it receive any commercial benefit from it, therefore it is not accounted for as an asset.

e) Provisions

A provision would be recognized if it is probable that the Company will suffer a loss.

f) Contingent Assets

The Company does not recognise contingent assets (Refer to Note 2).

g) Cash flow statement

Under the provisions of Financial Reporting Standard 1 Cash Flow Statements (Revised 1996), should the Company have had any cash resources, it would not have prepared a cash flow statement because its ultimate parent undertaking, Société Générale, produces consolidated financial statements which contain a cash flow statement and are publicly available.

h) Related party disclosures

As the Company is a wholly owned subsidiary of TH Investments (Hong Kong) 1 Limited, the Company has taken advantage of the exemption contained in Financial Reporting Standard 8 Related Party Disclosures and therefore has not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). There are no other related party transactions.



**NOTES TO THE FINANCIAL STATEMENTS (Continued)**

**1. ACCOUNTING POLICIES (Continued)**

**i) Taxation**

There is no tax charge for the year because the Company did not trade. There is no liability for deferred tax so accordingly no provision has been made.

**2. FIXED ASSET - MOTOR VESSEL**

	<u>2019</u> US\$	<u>2018</u> US\$
British Ruby	-	-

The Company has granted a put option to SG Leasing (Gems) Limited which on 30 September 2016 was also acquired by TH Investments (Hong Kong) 1 Limited. Under this option, the Company may be required to purchase the ship mv British Ruby from SG Leasing (Gems) Limited following a default termination or expiry of a bareboat charter of the ship.

At the balance sheet date the Company is not the registered owner of the vessel.

The ship is a single screw, diesel electric, liquified natural gas tanker constructed at Hyundai Heavy Industries, South Korea, and was delivered on 1 July 2008. The cost of the ship was US\$185,787,000 including supervisory fees, commitment commissions, arranger fees and legal fees.

The put option sum payable at 31 December 2019 would have been US\$107,531,000 (31 December 2018: US\$116,062,000).

Based on expert third party ship valuation advice, the Directors consider that it is unlikely that the option will be exercised.

The put option price will be financed by a number of committed standby loan facilities provided by Société Générale Group companies and other banks.

In consideration of the grant of the put option, following the termination of the bareboat charter and sale of the ship, the Company is entitled to a sales commission calculated as a share of any sales proceeds in excess of the put option sum. The Company does not recognise this contingent asset.

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**

**3. SHARE CAPITAL AND EQUITY**

	<u>2019</u> US\$	<u>2018</u> US\$
Authorised 100 shares of £1.00 each	162	162
	<u>US\$</u>	<u>US\$</u>
Allotted, called-up and fully paid 2 shares of £1.00 each	3	3

The Company has one class of ordinary shares which carry no right to fixed income.

**4. EMPLOYEES COST AND DIRECTORS' EMOLUMENTS**

The directors received no emoluments for services to the Company during the year (2018: £nil).

None of the directors had any material interest in any contract in relation to the business of the Company.

The Company does not have any employees. All personnel who perform services are employed and remunerated by Société Générale, London Branch.

**5. HOLDING AND CONTROLLING COMPANY**

The Company is a subsidiary of TH Investments (Hong Kong) I Limited, which is incorporated in Hong Kong.

The Company's ultimate holding company, controlling party and parent of the smallest and largest group for which group accounts are prepared is Société Générale, which is incorporated in France. Copies of the group accounts of Société Générale are available from the registered office at 29, Boulevard Haussmann, 75009 Paris, France.

**6. AUDITORS**

Members have not required the Company to obtain an audit of its accounts for the year in question, in accordance with section 476 of the Companies Act 2006.