

OS AA01

Statement of details of parent law and other information for an overseas company



Companies House

FC31777

100057/20

What this form is for
You may use this form to accompany your accounts disclosed under parent law

What this form is NOT for
You cannot use this form for an alteration of name with accounting requirements

WEDNESDAY



A15 24/12/2014 #282
COMPANIES HOUSE

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Part 1 Corporate company name

Corporate name of overseas company ①

PERENCO VIETNAM AS

UK establishment number

B R 0 1 6 8 4 7

→ Filing in this form
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

① This is the name of the company in its home state

Part 2 Statement of details of parent law and other information for an overseas company

A1 Legislation

Please give the legislation under which the accounts have been prepared and, if applicable, the legislation under which the accounts have been audited

Legislation ②

NORWEGIAN ACCOUNTING ACT OF 1998

② This means the relevant rules or legislation which regulates the preparation and, if applicable, the audit of accounts

A2 Accounting principles

Accounts

Have the accounts been prepared in accordance with a set of generally accepted accounting principles?

Please tick the appropriate box

No Go to Section A3

Yes Please enter the name of the organisation or other body which issued those principles below, and then go to Section A3

③ Please insert the name of the appropriate accounting organisation or body

Name of organisation or body ③

NORWEGIAN ACCOUNTING ACT OF 1998

A3 Accounts

Accounts

Have the accounts been audited? Please tick the appropriate box

No Go to Section A5

Yes Go to Section A4

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Statement of details of parent law and other information for an overseas company

A4 Audited accounts

Audited accounts

Have the accounts been audited in accordance with a set of generally accepted auditing standards?

Please tick the appropriate box

No Go to Part 3 'Signature'

Yes Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'

● Please insert the name of the appropriate accounting organisation or body

Name of organisation or body ●

NORWEGIAN ACCOUNTING ACT OF 1998

A5 Unaudited accounts

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box

No

Yes

Part 3 Signature

I am signing this form on behalf of the overseas company

Signature

Signature

X *A Eager* X

This form may be signed by
Director, Secretary, Permanent representative

OS AA01

Statement of details of parent law and other information for an overseas company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name	AVERIL EAGER
Company name	PERENCO VIETNAM AS
Address	15-19 Britten Street
Post town	LONDON
County/Region	
Postcode	SW3 3TY
Country	United Kingdom
DX	
Telephone	020 7368 9201



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following.

- The company name and, if appropriate, the registered number, match the information held on the public Register
- You have completed all sections of the form, if appropriate
- You have signed the form



Important information

Please note that all this information will appear on the public record



Where to send

You may return this form to any Companies House address

England and Wales

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Perenco Vietnam AS

Annual report Year ended 31 December 2013

Nature of the business and how it is operated

The company owns, through a branch in Vietnam, 16.33 percent of the shares in the pipeline company Nam Con Son Pipeline.

Perenco Vietnam AS is a wholly owned subsidiary of Perenco Overseas Holdings Limited, a company incorporated in England and Wales and whose registered address is Anchor House, 15-19 Britton Street, London SW3 3TY.

On 8 March 2012, following the acquisition of the shares by Perenco Overseas Holdings Limited, the company transferred its place of effective management from Oslo to London.

As a consequence of the transfer the company ceased to be tax resident in Norway and this resulted in a taxable gain ("exit tax") in Norway on the deemed realisation of its assets. The company is applying for the deferral of the exit tax. On the basis that there are no plans to sell the assets within the next five years, the company is of the opinion that it is entitled to deferral and eventual cancellation of the tax liability, and therefore that no provision is required in the accounts. Further information on the exit tax is given in Note 3 of the financial statements.

Analysis of the financial statements

Operating result

The company carried its revenue from transportation and processing of gas and condensate in Vietnam.

The operating revenue in 2013 was NOK 211,916k, an increase of NOK 5,895k from 2012. The increase is mainly due to a higher flow rate of gas and condensate.

The company carried its revenue and costs in USD. The average NOK/USD exchange rate in 2013 was 5.88, compared to 5.82 in 2012.

The operating costs amounted to NOK 16,259k in 2013, compared to NOK 12,065k in 2012. The operating result for 2013 showed a profit of NOK 174,524k, compared to a profit of NOK 170,789k in 2012.

Net income for 2013 was NOK 192,865k compared to NOK 165,400k in 2012. Net income was partly improved by a reduction in the company's deferred tax liabilities which are now linked directly to income taxation in Vietnam.

Cash flow and balance

Net cash flow in 2013 from operating activities was NOK 174,463k compared to NOK 133,012k in 2012. The increase in net cash is due to the increase in profit in the year.

The company had at the end of 2013 no long-term debt. The company's equity was NOK 661,469k.

The company's prospects

The company is expected to continue to be profitable for the foreseeable future.

Financial risks

Market Risk

The company's financial risk is mainly related to market risk. The company is influenced by production volumes from the connected fields, the ability to obtain new tariff contracts to replace declining volumes from existing fields, the price development for gas transportation, the potential for operating costs to inflate, and the general economic environment in Vietnam.

Perenco Vietnam AS

Annual report Year ended 31 December 2013

Credit risk

The company is not considered to have significant risk related to credit

Liquidity risk

There are no significant capital commitments and it is expected that the company will finance its future cash needs through regular operations

Continued operation

The Board and the general manager are of the opinion that the presentation of the financial statements shall be based on an assumption of continued operation. The company has performed well and has good equity. The company thus has a good basis for continuing its positive development.

Working environment, equal opportunity and external environment

The company is a co-owner in the Nam Con Son pipeline operated by PetroVietnam and has no independent operational obligation. Reporting of emissions to air and sea is performed by the operator.

Through monitoring of the license, the Company is helping to ensure that the operator complies with its obligations in accordance with health, safety and environmental requirements and expectations. The Company does not have activities that influence the external environment.

The company has no employees. Management and administrative functions are performed in London with assistance from employees of affiliate companies in Vietnam. The board consists of 4 men.

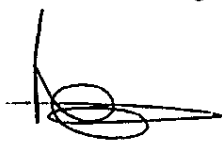
Research and development

The company had no research and development costs in 2013.

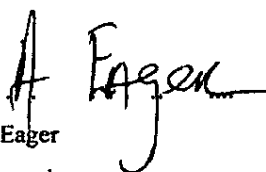
Proposed allocation of earnings

Net income for 2013 showed a profit of NOK 192,865k. The Board of Directors intends that this profit is distributed and will decide on the amount subsequently.

11 December 2014



Nicholas James Fallows
Chairman of the Board



Averi Eager
Board member



Timothy Mark Sandford
Board member



Jonathan Brian Parr
General Manager

Perenco Vietnam AS

Profit and loss account Year ended 31 December 2013

All numbers are presented in thousands NOK.

OPERATING REVENUE AND OPERATING EXPENSES	Notes	2013	2012
Tariff income	1	<u>211,916</u>	<u>206,021</u>
Total operating income		211,916	206,021
Other operating expenses	2, 5	(16,259)	(12,065)
Depreciation of fixed assets	4	(19,229)	(19,216)
Decommissioning cost	8	(1,904)	(3,950)
Total operating expenses		<u>(37,392)</u>	<u>(35,231)</u>
Operating profit/(loss)		<u>174,524</u>	<u>170,789</u>
FINANCIAL INCOME AND FINANCIAL EXPENSES			
Interest income		-	83
Other financial expenses		(762)	(796)
Foreign exchange gain/(loss)		23,094	(5,838)
Net financial items		<u>22,332</u>	<u>(6,551)</u>
Profit before taxation		<u>196,856</u>	<u>164,238</u>
Income tax	3	(3,991)	1,162
Profit for the financial year		<u>192,865</u>	<u>165,400</u>
ALLOCATION OF NET PROFIT AND EQUITY TRANSFERS			
Transferred to other equity		<u>192,865</u>	<u>165,400</u>
Total allocations and equity transfers		<u>192,865</u>	<u>165,400</u>

Perenco Vietnam AS

Balance sheet Year ended 31 December 2013

All numbers are presented in thousands

	Notes	2013	2012
Non-current assets			
Tangible fixed assets			
Pipeline	4	<u>372,652</u>	<u>391,502</u>
		<u>372,652</u>	<u>391,502</u>
Current assets			
Inventories			
		<u>6,433</u>	<u>6,391</u>
Receivables			
Accounts receivables		-	4,085
Other receivables		1,363	1,625
Intercompany receivables	5	275	156
Tax clearing account	3	33,028	-
Shareholder loan	7	<u>354,110</u>	<u>-</u>
		<u>388,776</u>	<u>5,866</u>
Cash and cash equivalents			
		30,982	152,044
Total current assets			
		<u>419,758</u>	<u>164,301</u>
TOTAL ASSETS			
		<u>798,843</u>	<u>555,803</u>

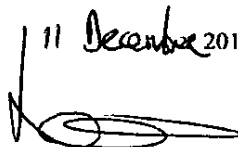
Perenco Vietnam AS

Balance sheet Year ended 31 December 2013

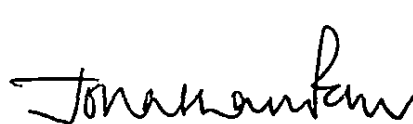
All numbers are presented in thousands

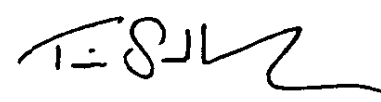
SHAREHOLDERS EQUITY AND LIABILITIES	Notes	2013	2012
Shareholders equity			
Paid-in capital			
Share capital (30,000 shares at NOK 1,000)	6	30,000	30,000
Other paid-in capital		20,865	20,865
		<u>50,865</u>	<u>50,865</u>
Retained earnings			
Other equity		610,604	417,739
		<u>610,604</u>	<u>417,739</u>
Total shareholders equity	7	<u>661,469</u>	<u>468,604</u>
Liabilities			
Provisions for liabilities and charges			
Loan from related company		58,585	-
Deferred tax	3	30,454	40,493
Decommissioning cost	8	14,100	12,196
		<u>103,139</u>	<u>52,689</u>
Current liabilities			
Accounts payable		9,802	6,558
Current income taxes payable	3	20,274	24,851
Other taxes and withholdings		1,649	1,641
Intercompany payables	5	2,510	1,461
		<u>34,235</u>	<u>34,511</u>
Total liabilities		<u>137,374</u>	<u>87,200</u>
TOTAL SHAREHOLDERS EQUITY AND LIABILITIES		<u>798,843</u>	<u>555,803</u>

London, 11 December 2014


Nicholas James Fallows
Chairman of the board


Averil Eager
Board member


Jonathan Brian Parr
General Manager/ Board member


Timothy Mark Sandford
Board member

Perenco Vietnam AS

Cash flow statement Year ended 31 December 2013

All numbers are presented in thousands

	2013	2012
CASH FLOW FROM OPERATIONS:		
Profit/(loss) before taxation	196,855	164,238
Taxes paid for the period	(53,756)	(57,111)
Depreciation and amortisation	19,229	19,216
Change in inventory	(42)	558
Change in receivables	(28,799)	-
Change in trade payables	3,244	1,053
Changes in provision for decommissioning	1,904	3,950
Changes in other current assets and other liabilities	35,828	1,108
Net cash flow from operations	174,463	133,012
CASH FLOW FROM FINANCING ACTIVITIES:		
Dividend paid	-	(274,964)
Shareholder loan paid	(354,110)	-
Loan from related company	58,585	-
Net cash flow from financing activities	(295,525)	(274,964)
Net change in bank deposits, cash and equivalents	(121,062)	(141,952)
Bank deposits, cash and equivalents at 1 January	152,044	293,995
Bank deposits, cash and equivalents at 31 December	30,982	152,044

Perenco Vietnam AS

Notes to the financial statements Year ended 31 December 2013

Accounting policies

The financial statements have been prepared in accordance with the Norwegian Accounting Act of 1998 and generally accepted accounting principles in Norway

Foreign currency

Transactions in foreign currency are booked at monthly average exchange rates. Significant one off transactions are recorded at the exchange rate at the transaction date. Cash, receivables and debt denominated in foreign currencies are translated into NOK at the exchange rate prevailing at the balance sheet date.

Shares in subsidiaries and associates

The company has an ownership of 16.33% in the Nam Con Son pipeline in Vietnam. Shares in the Nam Con Son pipeline are included in the income statement and in the balance sheets respective assets and debt by gross method.

Cash and cash equivalents

Cash and cash equivalents include cash, bank deposits and other monetary instruments with a maturity of less than three months at the date of purchase.

Revenue

Revenue is recognised according to carried volume in the pipeline. Possible paid, but not carried volumes are treated as deferred income in the period the user can utilise the carrying capacity.

Use of estimates

The preparation of the financial statements in accordance with the Norwegian Accounting Act assume that the company use estimates and conditions that affect the income statement and valuation of assets, debt and liabilities at the balance sheet date. Actual results may deviate from the estimates.

Maintenance

Cost of ordinary maintenance are expensed continuously. Improvements to increase the capacity of carrying volumes or the lifetime of the plant, will be capitalised.

Depreciations

Fixed assets are depreciated over estimated financial lifetime on a linear basis.

Devaluation of fixed assets

Fixed assets are written down to fair value if this is lower than carrying amount and the decline is expected to be permanent.

Possible write downs are considered for independent groups of assets with independent cash flows. A consideration of value in use is performed based on the managements anticipation about future economic and operation conditions. Value in use as calculated as present value of future cash flows.

If the consideration concludes that the value of the asset is lower than booked value, the asset will be written down to the highest of recoverable amount and value in use.

Inventories

The inventory consist of spare parts and is recognised at the lower of average original cost and fair value.

Income taxes

Tax expenses are matched with operating income before tax. Tax expense consists of current income tax expense and change in net deferred tax. Deferred tax liabilities and deferred tax assets are presented net in the

Perenco Vietnam AS

Notes to the financial statements Year ended 31 December 2013

Accounting policies (continued)

Income taxes (continued)

balance sheet Deferred tax is calculated at debt method At this method the deferred tax is calculated on basis of temporary differences between financial statement values and tax statement values

Provisions for decommissioning cost

The present value of calculated decommissioning cost are provisioned for over the financial life of the asset on a linear basis In addition a yearly financial cost is expensed based on the present value of the liability

The cost of capital used for calculating the present value of the decommissioning cost is risk free interest rate added the company loan margin with the same due date as the decommissioning cost

All numbers are presented in thousands

The year end exchange rate for the most important currency is USD/NOK 6 07 At the end of 2012 the exchange rate USD/NOK was 5 57

1. Operating revenue

The operating revenue in 2013 was 211,916k NOK The operating revenue consists of the companys share of income from the Nam Con Son pipeline in Vietnam

2. Payroll costs, number of employees, benefits etc.

The company has no employees and therefore no payroll cost There are no paid remuneration or loans to managing directors or members of the board. Also, there are no other financial obligations towards managing directors or members of the board Remuneration to managing directors are paid by Perenco Holdings

Expensed remuneration for audit services was 422,159 NOK in 2013

3. Income tax expense

Specification of income tax expense:	2013	2012
Profit before taxation	196,856	164,238
Tax payable	14,030	38,347
Changes in deferred tax	(10,039)	(39,509)
Tax expense	3,991	(1,162)

Specification of current income tax payable:	2013	2012
This years payable income tax expense Norway	-	10,723
This years payable income tax expense UK	31,907	27,625
This years payable income tax expense Vietnam	17,475	17,004
Tax credit in Norway for Vietnam tax payable	-	(3,811)
Tax credit in UK for Vietnam tax payable	(19,319)	(13,193)
Prepaid tax in Vietnam	(13,683)	(13,497)
Reduction in prior year's payable income tax expense Norway	(3,798)	-
Transfer to receivables	3,798	-
Prior year's income tax expense UK (provided in 2012 accounts)	14,432	-
Reduction in prior year's payable income tax expense UK	(10,538)	-
Current income tax payable in the balance sheet	20,274	24,851

Perenco Vietnam AS

Notes to the financial statements Year ended 31 December 2013

3 Income tax expense (continued)

Specification of the tax effect of temporary differences and losses carried forward:

	2013		2012	
	Benefit	Liability	Benefit	Liability
Fixed assets	-	33,279	-	43,542
Decommissioning	2,825	-	3,049	-
Sum	2,825	33,279	3,049	43,542
Off-balance sheet deferred tax benefits	-	-	-	-
Net deferred liability in the balance sheet	-	33,279	-	40,493

The Company ceased to be tax resident in Norway at 8 March 2012. From 9 March 2012 the Company is tax domiciled in the UK and UK income tax expense and credit in UK for Vietnam tax payable is calculated for the period after 9 March 2012. No provision for exit tax in Norway has been accounted for. Further reference is made in note 9.

Due to the tax exit from Norway in 2012 and because from 1 January 2014 the Company's UK taxable income derived from Vietnam is covered by an overseas branch profit tax exemption, the Company's deferred tax liabilities is now linked directly to income taxation in Vietnam. The tax clearing account receivable represents some prepayment of Norway tax that will be refunded.

The Company benefits in Vietnam from an investment tax incentive with the result that the income tax rate is currently 10%. In 2018 the incentive expires and the income tax rate increases to the standard rate of 20%. During 2013 the standard rate of income tax in Vietnam was reduced from 25% to 20%.

4. Property, plant and equipment

	Pipeline
Cost	
Balance at 1 January 2013	577,550
Additions	379
Disposals	-
Balance at 31 December 2013	<u>577,929</u>
Depreciation	
Balance at 1 January 2013	186,048
Charge in the year	19,229
Balance as at 31 December 2013	<u>205,277</u>
Net book value	
Balance at 31 December 2013	<u>372,652</u>
Balance at 31 December 2012	<u>391,502</u>
Current year impairment charge	-
Economic life	30 years

Perenco Vietnam AS

Notes to the financial statements Year ended 31 December 2013

Amortisation method

Straight-line

5. Transactions with associated companies

Transactions with associated companies have been expensed as operating costs in 2013. The Company has been charged general management and administrative services of 2,832k NOK from Perenco Holdings.

6. Share capital and shareholder information

The share capital in the Company at 31 December 2013 consists of the following shares:

	Number	Nominal amount	Carrying value
Shares	30,000	1,000	30,000,000
Total	30,000		30,000,000

Ownership structure

Shareholders as of 31 December 2013

	Total shares	Ownership share	Voting share
<i>Perenco Overseas Holdings Ltd</i>	30,000	100%	100%

Perenco Vietnam AS is a 100% subsidiary of Perenco Overseas Holdings Ltd which is incorporated in the United Kingdom. Perenco Overseas Holdings Ltd, a company incorporated in the United Kingdom and registered in England and Wales, is the immediate parent company and the smallest group of undertakings, of which Perenco Vietnam AS is a member, for which group financial statements are prepared. These group financial statements are available by request from Companies House, Crown Way, Cardiff, CF14 3UZ.

Perenco International Limited, a Company incorporated in The Bahamas, is the ultimate controlling party and the largest group of undertakings for which group financial statements are prepared and is owned and controlled by the Perrodo family and trusts for their behalf. The financial statements of Perenco International Limited are not available to the public.

7. Equity

	Share capital	Additional paid in equity	Total paid in equity
Paid in equity			
Equity at 1 January 2013	30,000	20,865	50,865
Equity at 31 December 2013	30,000	20,865	50,865
Earned equity		Other equity	Total earned equity
Equity at 1 January 2013		417,739	417,739
<i>This year's change in equity</i>			
Paid extraordinary dividends		-	-
Profit for the year		192,865	192,865
Equity at 31 December 2013		610,604	610,604

The intention is to settle the shareholder loan paid in 2013 with a distribution of dividend to be decided subsequently to these accounts.

Perenco Vietnam AS

Notes to the financial statements Year ended 31 December 2013

8. Provision for decommissioning cost

	2013	2012
Provision at 1 January 2013	12,196	8,246
This years provision	<u>1,904</u>	<u>3,950</u>
Provision at 31 December 2013	<u>14,100</u>	<u>12,196</u>

This years provision is included under decommissioning cost in the income statement.

9. Contingent liabilities

The shares of the company were acquired by Perenco Overseas Holdings Limited at 8 March 2012 and at the same time the Company transferred its place of effective management from Norway to London. The Company is therefore from this date, considered to have ceased the tax residence in Norway and entered UK tax residence. Such tax migration will result in a taxable gain on assets transferred out of Norwegian tax residence ("exit tax"). The Company's application for deferral of the exit tax according to the working of the Taxation Act § 9-14 (9) at the time of the migration was confirmed by the Norwegian tax authorities on 12 September 2014.

There are no further plans to sell the assets before 9 March 2017 and the Company is therefore of the opinion that the exit tax liability will eventually be cancelled. The exit tax of approximately 88m NOK is accordingly not accounted for.

To the Annual Shareholders' Meeting of Perenco Vietnam AS

INDEPENDENT AUDITOR'S REPORT

Report on the Financial Statements

We have audited the accompanying financial statements of Perenco Vietnam AS, which comprise the balance sheet as at 31 December 2013, and the income statement, showing a profit of NOK 192 865 000 and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information

The Board of Directors and the Managing Director Responsibility for the Financial Statements

The Board of Directors and the Managing Director are responsible for the preparation and fair presentation of these financial statements in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for such internal control as the Board of Directors and the Managing Director determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements are prepared in accordance with the law and regulations and give a true and fair view of the financial position of Perenco Vietnam AS as at December 31, 2013, and of its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Report on Other Legal and Regulatory Requirements

Opinion on the Board of Directors' report

Based on our audit of the financial statements as described above, it is our opinion that the information presented in the Board of Directors report concerning the financial statements and the going concern assumption is consistent with the financial statements and complies with the law and regulations


Opinion on Registration and Documentation

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements (ISAE) 3000, «Assurance Engagements Other than Audits or Reviews of Historical Financial Information», it is our opinion that management has fulfilled its duty to produce a proper and clearly set out registration and documentation of the company's accounting information in accordance with the law and bookkeeping standards and practices generally accepted in Norway

Other matters

This auditor's report replaces our previously issued report, dated 30 June 2014, which was issued at the expiry of the deadline for the annual shareholder's meeting. A complete set of financial statements and director's report was at that time not prepared by the board of directors and managing director

Stavanger, 11 December 2014
Deloitte AS



Arnstein Antonsen
State Authorised Public Accountant (Norway)