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BVI company registered number 666678
UK foreign company registered number FC026279

Gold Diamond D Aberdeen 2005 Ltd

Annual report and financial statements

for the year ended 31 December 2014

Gold Diamond D Aberdeen 2005 Ltd

Company Information

Directors	S Al Dhaheri K Al Shamsi F Veenstra
Registered number	FC026279
Registered office	171 Main Street PO Box 4041 Road Town Tortola British Virgin Islands
Business address	400 Capability Green Luton Bedfordshire LU1 3LU United Kingdom

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Strategic report
for the year ended 31 December 2014

The directors present their strategic report and the unaudited financial statements of the company for the year ended 31 December 2014

Business review

The principal activity of the company continued to be the operation of a hotel in the United Kingdom

The company has reported an operating profit of £1,785,429 (2013 £1,592,157) for the underlying business before adjusting for exceptional items of £Nil (2013 £5,062,212)

There were no exceptional items during the financial year Exceptional items in the prior financial year relate to the impairment of fixed assets of £8,320, the reversal of impairment of intercompany balances of £8,818,281 and the forgiveness of debt of £13,872,173

The profit for the year, after taxation, amounted to £1,158,001 (2013 loss £4,025,033)

The directors consider the key financial indicators to be

	2014	2013
Gross profit margin	**66.27 %**	65 46 %
Operating profit margin before impairment and forgiveness of debt	**22.85 %**	22 36 %
Profit/(loss) after tax	**£1,158,001**	£(4,025,033)
Valuation of hotel asset	**£26,700,000**	£21,400,000

Principal risks and uncertainties

The company is subject to a variety of risks, which may have an adverse impact on the business, its operating results, turnover, profit, assets and reserves

Listed below are the main risks which, in the opinion of the directors, could significantly affect the company's business

- Competitive risks
The directors review the hotel against a self selected group of competitor hotels These reports allow the company to compare accommodation occupancy percentage, average rate, revenue per available room (RevPAR) and its competitive position in market penetration, average rate and revenue generation against the competitive group

- Currency risk
The hotel business is affected by the strength of sterling, with strong sterling increasing the effective room rates to international guests

- Legislative risks
Health and safety regulations are constantly reviewed and to this effect the hotel has an appointed Health and Safety Manager to carry out all legally required training and to ensure all health and safety policies are communicated and adhered to

- Economic environment
The company operates in a competitive environment influenced by the UK economy Adverse economic and financial market developments, including recession and currency fluctuations could lead to lower revenues and reduced income Recent experience shows a recession lessens both leisure and business travel and negatively affects rooms' rates and/or occupancy levels and other income-generating activities such as food and beverage sales This may result in worsening of operating results and potentially reduce the value of properties

Gold Diamond D Aberdeen 2005 Ltd

Strategic report
for the year ended 31 December 2014

Principal risks and uncertainties (continued)

- Events that impact domestic and international travel
Room rates and occupancy levels of the hotel could be negatively affected by events that reduce domestic and/or international travel These include events such as acts of terrorism, epidemics, travel-related industrial action and increased fuel costs all of which could result in a fall in both domestic and worldwide travel Such events may lead to a fall in demand for hotel rooms that would have a subsequent impact on the company's operations and financial results

- Technology and systems
The company is reliant upon certain IT systems for the smooth and efficient running of its business and any disruption to those IT systems could have a detrimental effect on the running of the business If the company does not keep up-to-date with new IT developments it runs the risk of becoming less competitive, which could result in a loss of customers and a failure to attract new customers

Future developments

The company is endeavouring to improve performance

The directors expect the hotel to continue to trade profitably and benefit from an improving market in 2015

This report was approved by the board on 19 October 2015 and signed on its behalf by

F. Veenstra
Director

K. Al Shamsi
Director

Gold Diamond D Aberdeen 2005 Ltd

Directors' report for the year ended 31 December 2014

The directors present their report and the unaudited financial statements of the company for the year ended 31 December 2014

Results and dividends

The profit for the year, after taxation, amounted to £1,158,001 (2013 loss £4,025,033)

A final dividend for the year ended 31 December 2013 of £655,272 was declared on 29 August 2014 An interim dividend of £994,829 was declared on 3 December 2014 (2013 £931,413)

Going concern

The directors believe that the company has sufficient financial resources to meet its trading obligations as and when they fall due and accordingly these financial statements have been prepared on a going concern basis

Future developments

An indication of the likely future developments of the company are provided in the strategic report

Fixed Assets

The directors have considered the value of the company's hotel asset, restating it at 31 December 2014 to reflect a valuation of £26,700,000 (2013 £21,400,000) by Christies LLP dated 17 December 2014 The valuation was carried out in accordance with the RICS Valuation - Professional Standards effective from January 2014

Financial risk management objectives and policies

The activities of the company expose it to a number of financial risks, which it seeks to mitigate, including credit risk and liquidity risk

- Credit risk
The company's principal financial assets are bank balances and cash, trade and other receivables The company's credit risk is primarily attributable to its trade receivables which are stated net of allowances for doubtful receivables and where there is an identified loss event they are impaired

Credit risk is spread over a large number of counterparties and customers

- Liquidity risk
In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the company uses short term debt from its immediate parent undertaking

Directors

The directors who held office during the year and up to the date of signing the financial statements are given below

S Al Dhaheri	
D White	(resigned 22 March 2015)
K Al Shamsi	(appointed 23 March 2015)
F Veenstra	(appointed 27 July 2015)

Gold Diamond D Aberdeen 2005 Ltd

Directors' report
for the year ended 31 December 2014

Statement of directors' responsibilities

The directors are responsible for preparing the annual 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 prepared 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,
- 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 company law 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

This report was approved by the board on 19 October 2015 and signed on its behalf by

F. Veenstra
Director

K. Al Shamsi
Director

Gold Diamond D Aberdeen 2005 Ltd

Profit and loss account for the year ended 31 December 2014

	Note	2014 £	2013 £
Turnover	2	**7,813,772**	7,119,757
Cost of sales		**(2,635,328)**	(2,458,906)
Gross profit		**5,178,444**	4,660,851
Administrative expenses		**(3,393,015)**	(3,068,694)
Operating profit	3	**1,785,429**	1,592,157
Exceptional items			
Impairment - tangible fixed assets	4	**-**	(8,320)
Impairment reversal - intercompany	4	**-**	8,818,281
Forgiveness of debt	4	**-**	(13,872,173)
Profit/(loss) on ordinary activities before interest and taxation		**1,785,429**	(3,470,055)
Interest receivable and similar income	6	**7,436**	70,435
Interest payable and similar charges	7	**(634,864)**	(625,413)
Profit/(loss) on ordinary activities before taxation		**1,158,001**	(4,025,033)
Tax on profit/(loss) on ordinary activities	8	**-**	-
Profit/(loss) for the financial year	18	**1,158,001**	(4,025,033)

All amounts relate to continuing operations

Gold Diamond D Aberdeen 2005 Ltd

Statement of total recognised gains and losses for the year ended 31 December 2014

	Note	2014 £	2013 £
Profit/(loss) for the financial year		**1,158,001**	(4,025,033)
Unrealised surplus on revaluation of fixed assets	19	**5,697,520**	6,869,568
Total recognised gains relating to the year		**6,855,521**	2,844,535

Note of historical cost profits and losses for the year ended 31 December 2014

	2014 £	2013 £
Reported profit/(loss) on ordinary activities before taxation	**1,158,001**	(4,025,033)
Difference between a historical cost depreciation charge and the actual depreciation charge for the year calculated on the revalued amount	**217,562**	157,105
Historical cost profit/(loss) on ordinary activities before taxation	**1,375,563**	(3,867,928)
Historical profit/(loss) for the year after taxation	**1,375,563**	(3,867,928)

Gold Diamond D Aberdeen 2005 Ltd

Registered number FC026279

Balance sheet
as at 31 December 2014

	Note	£	2014 £	£	2013 £
Fixed assets					
Intangible assets	10		-		-
Tangible assets	11		**26,700,000**		21,400,000
			26,700,000		21,400,000
Current assets					
Stocks	12	**39,066**		26,207	
Debtors	13	**1,053,001**		1,819,668	
Cash at bank and in hand		**1,864,284**		1,462,584	
		2,956,351		3,308,459	
Creditors amounts falling due within one year	14	**(1,674,034)**		(13,341,495)	
Net current assets/(liabilities)			**1,282,317**		(10,033,036)
Total assets less current liabilities			**27,982,317**		11,366,964
Creditors amounts falling due after more than one year	15		**(11,409,933)**		-
Net assets			**16,572,384**		11,366,964
Capital and reserves					
Called up share capital	17		**4,875,587**		4,875,587
Revaluation reserve	18		**20,010,948**		14,313,428
Profit and loss account	18		**(8,314,151)**		(7,822,051)
Shareholder's funds	19		**16,572,384**		11,366,964

The financial statements on pages 5 to 17 were approved by the board of directors on 19 October 2015 and were signed on its behalf by

F Veenstra
Director

K Al Shamsi
Director

Gold Diamond D Aberdeen 2005 Ltd

Notes to the financial statements
for the year ended 31 December 2014

1 Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared on the going concern basis, under the historical cost convention as modified to include the revaluation of land and hotel buildings and in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards The principal accounting policies, which have been applied consistently throughout the year, are set out below

1.2 Going concern

The directors believe that the company has sufficient financial resources to meet its trading obligations as and when they fall due and accordingly these financial statements have been prepared on a going concern basis

1.3 Cash flow statement

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with Financial Reporting Standard 1 "Cash flow statements"

1.4 Turnover

Turnover is the value of goods and services sold, within the United Kingdom, as part of the company's continuing ordinary activities after deducting sales based taxes

Turnover is recognised on room sales and guest services when rooms are occupied and services have been rendered

1.5 Taxation

Corporation tax payable is provided on taxable profits at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets in the financial statements

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted

Gold Diamond D Aberdeen 2005 Ltd

Notes to the financial statements
for the year ended 31 December 2014

1. Accounting policies (continued)

1.6 Intangible fixed assets and amortisation

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities It is amortised to the profit and loss account over its estimated economic life

1.7 Tangible fixed assets and depreciation

Tangible fixed assets include leasehold hotels Land and hotel buildings are stated at fair value, and hotel fixtures, fittings and equipment are stated at cost Hotel refurbishment costs are capitalised in the period in which they are incurred Repairs and maintenance costs are expensed as incurred

A full valuation is carried out by a qualified external valuer every year Revaluation gains are taken to the statement of total recognised gains and losses Revaluation losses are recognised in the statement of total recognised gains and losses to the extent that they offset previous revaluation gains All other losses, including those incurred by a clear consumption of economic benefit, are charged to the profit and loss account On revaluation of assets carried at fair value, accumulated depreciation at the date of valuation is taken to the statement of total recognised gains and losses

Freehold land is not depreciated Depreciation on hotel buildings, fixtures, fittings and equipment is provided at rates calculated to write off the value/cost less estimated residual value of each asset over its expected useful life, as follows

Leasehold land and buildings	-	Lesser of unexpired term of lease, estimated useful life and 50 years on building element
Fixtures, fittings and equipment	-	Between 3 and 25 years

The carrying value of fixtures, fittings and equipment is reviewed for impairment if events or changes in circumstances indicate that the carrying value may not be recoverable Any impairment in the value of assets below depreciated cost is charged to the profit and loss account

1.8 Stocks

Stock is valued at the lower of cost and net realisable value

1.9 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction

Exchange gains and losses are recognised in the profit and loss account

1 10 Operating leases

Rentals payable under operating leases are charged to the profit and loss account on a straight line basis over the lease term

1 11 Dividend distribution

The company makes dividend distributions to its shareholders as permissible under the regulations set out within Division 4 of the BVI Business Companies Act, 2004

Gold Diamond D Aberdeen 2005 Ltd

Notes to the financial statements for the year ended 31 December 2014

2. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom

3 Operating profit

The operating profit is stated after charging/(crediting)

	2014	2013
	£	£
Depreciation of tangible fixed assets		
- owned by the company	**532,278**	472,877
Operating lease rentals		
- plant and machinery	**26,046**	31,787
- other operating leases	**107,484**	110,555
Difference on foreign exchange	**(120)**	-

4 Exceptional items

	2014	2013
	£	£
Impairment - tangible fixed assets	-	(8,320)
Impairment reversal - intercompany	-	8,818,281
Forgiveness of debt	-	(13,872,173)
	-	(5,062,212)

Impairment - tangible fixed assets
The directors have considered the carrying value of the company's hotel asset following a valuation by Christies LLP dated 17 December 2014, carried out in accordance with the RICS Valuation - Professional Standards effective from January 2014 This resulted in an impairment of £Nil (2013 £8,320)

Impairment reversal - intercompany and forgiveness of debt
Under the terms of the sale of the company on 15 February 2013 and its subsequent refinancing, the net indebtedness of the company to its previous parent undertaking was forgiven Consequently, the impairment on intercompany loans was reversed

Notes to the financial statements for the year ended 31 December 2014

5 Staff costs

The company had no employees other than the directors during the year ended 31 December 2014 or the previous financial year

The directors did not receive or waive any emoluments in respect of their services to the company during the year ended 31 December 2014 or the previous financial year

6 Interest receivable and similar income

	2014	2013
	£	£
Interest receivable from group undertakings	-	64,278
Bank interest receivable	7,436	6,157
	7,436	70,435

7. Interest payable and similar charges

	2014	2013
	£	£
On amounts payable to parent undertaking	600,288	625,413
Loan arrangement fees	34,576	-
	634,864	625,413

Notes to the financial statements for the year ended 31 December 2014

8. Tax on profit/(loss) on ordinary activities

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2013 higher than) the standard rate of corporation tax in the UK of 21 49% (2013 23 25%) The differences are explained below

	2014 £	2013 £
Profit/(loss) on ordinary activities before tax	**1,158,001**	(4,025,033)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 21 49% (2013 23 25%)	**248,854**	(935,820)
Effects of		
Impairment of tangible fixed assets	**-**	1,934
Expenses not deductible for tax purposes	**73,518**	3,109
Capital allowances for year (in excess of)/less than depreciation	**(6,640)**	51,964
Write off of connected company loans and impairments	**-**	1,175,030
Group relief	**(315,732)**	(296,217)
Current tax charge for the year	**-**	-

Factors that may affect future tax charges

A change in the main UK corporation tax rate from 23% to 21% was substantively enacted on 2 July 2013 and became effective from 1 April 2014 A further reduction to the main UK corporation tax rate to 20% effective from 1 April 2015 was also enacted on this date On 8 July 2015 further reductions to 19% from 1 April 2017 and to 18% from 1 April 2020 were announced, but these have not yet been substantively enacted into legislation

9 Dividends

	2014 £	2013 £
Ordinary shares		
Final dividend	**655,272**	-
Interim dividend	**994,829**	931,413
	1,650,101	931,413

10. Intangible fixed assets

	Goodwill £
Cost	
At 1 January 2014 and 31 December 2014	767,733
Amortisation	
At 1 January 2014 and 31 December 2014	767,733
Net book value	
At 31 December 2014	-
At 31 December 2013	-

11. Tangible fixed assets

	Leasehold buildings £	Fixtures and fittings £	Total £
Cost or valuation			
At 1 January 2014	22,474,829	3,674,928	26,149,757
Additions	-	134,758	134,758
Transfer	(8,317)	-	(8,317)
Revaluation	3,392,930	-	3,392,930
At 31 December 2014	25,859,442	3,809,686	29,669,128
Accumulated depreciation and impairment			
At 1 January 2014	1,972,301	2,777,456	4,749,757
Charge for the year	340,606	191,672	532,278
Transfer	(8,317)	-	(8,317)
Reversal on revaluation	(2,304,590)	-	(2,304,590)
At 31 December 2014	-	2,969,128	2,969,128
Net book value			
At 31 December 2014	25,859,442	840,558	26,700,000
At 31 December 2013	20,502,528	897,472	21,400,000

The directors have considered the value of the company's hotel asset, restating it at 31 December 2014 to reflect a valuation of £26,700,000 (2013 £21,400,000) by Christies LLP dated 17 December 2014 The valuation was carried out in accordance with the RICS Valuation - Professional Standards effective from January 2014

The valuation has been incorporated into the financial statements, the resulting revaluation adjustment has been taken to the revaluation reserve The revaluation during the year ended 31 December 2014 resulted in a revaluation surplus of £5,697,520 (Note 18)

No deferred tax is provided on timing differences arising from the revaluation of fixed assets unless, by the balance sheet date, a binding commitment to sell the asset has been entered into and it is unlikely that any gain will be rolled over

11. Tangible fixed assets (continued)

If land and buildings had not been revalued, they would have been included at the following amounts

	2014 £	2013 £
Cost	**8,153,084**	8,153,084
Aggregate depreciation	**(1,162,803)**	(1,039,759)
Net book value based on historical cost	**6,990,281**	7,113,325

12. Stocks

	2014 £	2013 £
Finished goods and goods for resale	**39,066**	26,207

13. Debtors

	2014 £	2013 £
Trade debtors	**572,445**	515,292
Amounts owed by group undertakings	**314,139**	1,188,870
Other debtors	**-**	10
Prepayments and accrued income	**166,417**	115,496
	1,053,001	1,819,668

Amounts owed by group undertakings are unsecured, interest free and repayable on demand

14 Creditors amounts falling due within one year

	2014 £	2013 £
Trade creditors	**333,331**	163,908
Loan from parent undertaking	**-**	11,376,356
Amounts owed to group undertakings	**8,536**	533,598
Dividends payable (Note 9)	**931,413**	931,413
Other taxation and social security	**33,009**	31,873
Other creditors	**765**	-
Accruals and deferred income	**366,980**	304,347
	1,674,034	13,341,495

The loan balance owed to Silver Diamond TEHC24 Sarl, the immediate parent undertaking, at 31 December 2013 was repaid on 17 April 2014

Amounts owed to group undertakings are unsecured, interest free and repayable on demand

15. Creditors. amounts falling due after more than one year

	2014	2013
	£	£
Loan from parent undertaking	**11,409,933**	-

On 17 April 2014, the company entered into three new loan agreements with Silver Diamond TEHC24 Sarl, the immediate parent undertaking The loans are repayable on 17 April 2024 or within 4 years and 350 days from the date of agreement with 30 days written notice

The loan interest is payable quarterly and included within amounts owed to group undertakings, as a creditor due within one year Loan arrangement fees are amortised over the loan term and the loan is shown net of these deferred fees

The loan principal values and interest rates are shown in the table below

Loan principal	Arrangement fee	Unamortised arrangement fee	Interest rate LIBOR 3mGBP
£	%	£	%
5,259,527	3 79%	169,805	+3 14% (capped at 3 50%)
1,314,882	2 12%	23,709	+3 14%
5,029,038	-	-	+6 51%
11,603,447		**193,514**	

16. Deferred taxation

A deferred tax asset of £29,949 (2013 £35,627) arising from trading losses and other timing differences has not been recognised as there is insufficient evidence of future taxable profits to confirm recoverability in the foreseeable future

17. Share capital

	2014	2013
	£	£
Allotted, called up and fully paid		
10 ordinary shares of US$1 each	**6**	6
4,875,581 ordinary shares of £1 each	**4,875,581**	4,875,581
	4,875,587	4,875,587

Notes to the financial statements for the year ended 31 December 2014

18. Reserves

	Revaluation reserve £	Profit and loss account £
At 1 January 2014	**14,313,428**	**(7,822,051)**
Profit for the financial year	**-**	**1,158,001**
Dividends (Note 9)	**-**	**(1,650,101)**
Unrealised surplus on revaluation of fixed assets	**5,697,520**	**-**
At 31 December 2014	**20,010,948**	**(8,314,151)**

19. Reconciliation of movement in shareholder's funds/(deficit)

	2014 £	2013 £
Opening shareholder's funds	**11,366,964**	4,578,261
Profit/(loss) for the financial year	**1,158,001**	(4,025,033)
Dividends (Note 9)	**(1,650,101)**	(931,413)
Shares issued during the year	**-**	4,875,581
Unrealised surplus on revaluation of fixed assets	**5,697,520**	6,869,568
Closing shareholder's funds	**16,572,384**	11,366,964

During the previous financial year, the company issued 4,875,581 ordinary £1 shares for consideration of £4,875,581

20. Capital commitments

At 31 December 2014, the company had capital commitments as follows

	2014 £	2013 £
Contracts placed for future capital expenditure not provided in the financial statements	**27,264**	22,949

21. Operating lease commitments

At 31 December 2014, the company had annual commitments under non-cancellable operating leases expiring as follows

	Land and buildings 2014 £	Land and buildings 2013 £	Other 2014 £	Other 2013 £
Expiry date.				
Within one year	**-**	-	**6,795**	-
Between two to five years	**-**	-	**19,251**	32,723
After more than five years	**110,555**	110,555	**-**	-

Notes to the financial statements for the year ended 31 December 2014

22 Contingent liability

During the year the company entered into a facility agreement with a number of third parties, in respect of a loan to Silver Diamond TEHC24 Sarl, the immediate parent undertaking, of up to £340,000,000 which has been fully drawn at the year end date This loan was secured by way of a fixed and floating charge over the present and future property and assets of the company and those of several other group undertakings The directors do not anticipate the security being called in

23. Related party transactions

Advantage has been taken of the exemption available under Financial Reporting Standard 8 "Related Party Disclosures" from disclosing transactions with group companies that are wholly owned within the Silver Diamond TEHC24 Sarl group

24 Immediate and ultimate parent undertakings and controlling party

The immediate parent undertaking is Silver Diamond TEHC24 Sàrl, a company registered in Luxembourg Silver Diamond TEHC24 Sarl is the parent undertaking of the smallest group to consolidate these financial statements

The directors regard Tamweelview European Holdings SA, a company registered in Luxembourg, as the ultimate parent undertaking Tamweelview European Holdings SA is the parent undertaking of the largest group to consolidate these financial statements, copies of which are available from 13, rue Edward Steichen (1st floor), L-2540 Luxembourg

The ultimate controlling entity is the Abu Dhabi Investment Authority, registered in United Arab Emirates