# RICKMERS MARITIME (the "Trust") and its subsidiaries (the "Group")

**Unaudited financial statements and distribution announcement**

For the financial year ended 31 December 2014

Rickmers Maritime (the "Trust") is a business trust constituted by the Trust Deed entered on 30 March 2007 by Rickmers Trust Management Pte. Ltd. as the trustee-manager of Rickmers Maritime.

Rickmers Maritime was listed on the Singapore Exchange Securities Trading Limited ("SGX") on 4 May 2007.

As at 31 December 2014, the Group owned sixteen containerships, which are mainly chartered out on fixed-rate time charters with an average remaining charter period of 1.5 years.

Abbreviations:
QTR : Quarter
YTD : Year to date
FY : Financial year
NM : Not meaningful
Incr : Increase
Decr : Decrease

**1.a (i) Consolidated Statement of Comprehensive Income for the 4th quarter ended 31 December 2014**

| | | 4th QTR | | | 12 Months to | | |
|---|---|---|---|---|---|---|---|
| | | **2014** | 2013 | **Incr/ (Decr)** | **31/12/14** | 31/12/13 | **Incr/ (Decr)** |
| | **Note** | **US$'000** | US$'000 | **%** | **US$'000** | US$'000 | **%** |
| **Revenue** | (a) | **31,869** | 36,374 | (12) | **130,325** | 143,490 | (9) |
| Other income | (b) | **2,211** | 1,600 | 38 | **7,060** | 6,393 | 10 |
| Gain on settlement of convertible loan | | **-** | - | - | **11,361** | - | NM |
| Other gains - net | (c) | **2,176** | 148 | 1,370 | **3,315** | 259 | 1,180 |
| Depreciation | | **(8,858)** | (9,334) | (5) | **(36,761)** | (37,544) | (2) |
| Provision for vessel impairment | | **-** | (2,371) | NM | **(44,446)** | (2,371) | 1,775 |
| Impairment of goodwill | | **-** | (18,386) | NM | **(18,554)** | (18,386) | 1 |
| Amortisation of favourable charter contracts | | **-** | (136) | NM | **(84)** | (520) | (84) |
| Vessel operating expenses | (d) | **(9,298)** | (8,992) | 3 | **(37,784)** | (36,083) | 5 |
| Trustee-Manager fee | | **(776)** | (797) | (3) | **(3,096)** | (3,145) | (2) |
| Other trust expenses | | **(149)** | (138) | 8 | **(624)** | (620) | 1 |
| Transaction fees | | **(1)** | (355) | (100) | **(27)** | (503) | (95) |
| Finance expenses | (e) | **(5,982)** | (5,655) | 6 | **(26,645)** | (27,490) | (3) |
| **Profit/(loss) before income tax** | | **11,192** | (8,042) | NM | **(15,960)** | 23,480 | NM |
| Income tax expense | | **-** | - | - | **-** | - | - |
| **Net profit/(loss) after tax** | | **11,192** | (8,042) | NM | **(15,960)** | 23,480 | NM |
| **Other comprehensive income/(loss)** | | | | | | | |
| Items that may be reclassified subsequently to profit or loss: | | | | | | | |
| Cash flow hedges | | | | | | | |
| - Fair value (losses)/gains^ | | **(27)** | (320) | (92) | **1,464** | (768) | NM |
| - Transfer to finance expenses | | **2,309** | 2,933 | (21) | **10,398** | 13,012 | (20) |
| **Other comprehensive income for the period, net of tax** | | **2,282** | 2,613 | (13) | **11,862** | 12,244 | (3) |
| **Total comprehensive income/(loss) for the period** | | **13,474** | (5,429) | NM | **(4,098)** | 35,724 | NM |

^ The fair value (losses)/gains on cash flow hedges is a non-cash item and will be continuously released to profit or loss to offset the interest expense over the period of borrowings.

***Notes:***

*(a) Consists of time charter income, net of commissions.*

*(b) Other income*

| | 4th QTR | | | 12 Months to | | |
|---|---|---|---|---|---|---|
| | **2014** | 2013 | **Incr/ (Decr)** | **31/12/14** | 31/12/13 | **Incr/ (Decr)** |
| | **US$'000** | US$'000 | % | **US$'000** | US$'000 | **%** |
| - Amortisation of deferred income from charter contracts | **2,032** | 1,437 | 41 | **6,340** | 5,745 | 10 |
| - Interest income from financial institutions | **47** | 32 | 47 | **148** | 113 | 31 |
| - Other income | **132** | 131 | 1 | **572** | 535 | 7 |
| | **2,211** | 1,600 | 38 | **7,060** | 6,393 | 10 |

*(c) Other gains – net*

| | 4th QTR | | | 12 Months to | | |
|---|---|---|---|---|---|---|
| | **2014** | 2013 | **Incr/ (Decr)** | **31/12/14** | 31/12/13 | **Incr/ (Decr)** |
| | **US$'000** | US$'000 | **%** | **US$'000** | US$'000 | **%** |
| - Gain on fair value of derivative component of convertible loan | **-** | 159 | NM | **52** | 279 | (81) |
| - Exchange loss on cash and cash equivalents | **(748)** | - | NM | **(1,163)** | - | NM |
| - Exchange gain on medium-term notes | **2,917** | - | NM | **4,424** | - | NM |
| - Others | **7** | (11) | NM | **2** | (20) | NM |
| | **2,176** | 148 | 1,370 | **3,315** | 259 | 1,180 |

*(d) Consist mainly of vessels' fixed operating expense, lubricant oil expense, vessel management fee, bunker consumption and other vessel-related expenses.*

*(e) Finance expenses*

| | 4th QTR | | | 12 Months to | | |
|---|---|---|---|---|---|---|
| | **2014** | 2013 | **Incr/ (Decr)** | **31/12/14** | 31/12/13 | **Incr/ (Decr)** |
| | **US$'000** | US$'000 | % | **US$'000** | US$'000 | % |
| Interest expense on secured bank loans | **(1,967)** | (2,389) | (18) | **(8,457)** | (10,719) | (21) |
| Fair value losses on effective portion of interest rate swaps transferred from other comprehensive income | | | | | | |
| - Interest paid | **(2,310)** | (2,932) | (21) | **(10,398)** | (13,307) | (22) |
| - Changes in derivative financial liability | **-** | - | - | **-** | 295 | NM |
| Interest on secured bank loans, net of effect of hedging | **(4,277)** | (5,321) | (20) | **(18,855)** | (23,731) | (21) |
| Fair value losses on ineffective portion of interest rate swaps | | | | | | |
| - Interest paid | **(632)** | (620) | 2 | **(1,759)** | (5,262) | (67) |
| - Changes in derivative financial liability | **633** | 611 | 4 | **(121)** | 5,173 | NM |
| | **1** | (9) | NM | **(1,880)** | (89) | 2,012 |
| Interest on convertible loan | **-** | (325) | NM | **(566)** | (1,820) | (69) |
| Interest on medium-term notes | **(1,706)** | - | NM | **(4,414)** | - | NM |
| Debt processing fee | **-** | - | - | **(880)** | (1,800) | (51) |
| Other fees | **-** | - | - | **(50)** | (50) | - |
| | **(5,982)** | (5,655) | 6 | **(26,645)** | (27,490) | (3) |

**1.a (ii) Consolidated Distribution Statement for the 4th quarter ended 31 December 2014**

| | | 4th QTR | | | 12 Months to | | |
|---|---|---|---|---|---|---|---|
| | | **2014** | 2013 | **Incr/ (Decr)** | **31/12/14** | 31/12/13 | **Incr/ (Decr)** |
| | **Note** | **US$'000** | US$'000 | **%** | **US$'000** | US$'000 | **%** |
| **Profit/(loss) after tax** | | **11,192** | (8,042) | NM | **(15,960)** | 23,480 | NM |
| *Add:* | | | | | | | |
| Non-cash adjustments and others | (a) | **4,180** | 28,377 | (85) | **79,534** | 49,399 | 61 |
| Interest expense - net | | **6,388** | 5,969 | 7 | **24,839** | 29,274 | (15) |
| **EBITDA** | | **21,760** | 26,304 | (17) | **88,413** | 102,153 | (13) |
| Non-recurring expenses | (b) | **-** | 354 | NM | **906** | 2,303 | (61) |
| **Adjusted EBITDA** | | **21,760** | 26,658 | (18) | **89,319** | 104,456 | (14) |
| *Add/(less):* | | | | | | | |
| Movement in working capital | | **(2,819)** | 534 | NM | **(1,087)** | (1,378) | (21) |
| Drydock reserve | (c) | **(932)** | 44 | NM | **(3,232)** | (2,958) | 9 |
| **Cash flow available for distribution before payment to debt capital providers** | | **18,009** | 27,236 | (34) | **85,000** | 100,120 | (15) |
| **Net proceeds from issuance of Common Units** | | **-** | - | - | **-** | 78,466 | NM |
| **Net proceeds from issuance of medium-term notes** | | **-** | - | - | **78,095** | - | NM |
| **Less: Payment to debt capital providers** | | | | | | | |
| Repayment of secured bank loans | | **(13,134)** | (12,287) | 7 | **(79,290)** | (126,084) | (37) |
| Repayment of convertible loan | | **-** | - | - | **(39,200)** | - | NM |
| Interest paid – secured bank loans, interest rate swaps, medium-term notes and convertible loan | | **(8,156)** | (6,107) | 34 | **(24,285)** | (30,028) | (19) |
| Debt processing fee paid | | **-** | - | - | **(880)** | (1,800) | (51) |
| Loan restructuring fee paid | | **-** | - | - | **-** | (892) | NM |
| **Cash flow available for distribution to Unitholders** | | **(3,281)** | 8,842 | NM | **19,440** | 19,782 | (2) |
| **Amount to be distributed to unitholders** | (d) | **5,084** | 5,084 | - | **20,336^** | 17,794^ | 14 |
| Number of units – '000 | | **847,350** | 847,350 | - | **847,350** | 847,350 | - |
| **Distribution Per Unit - US Cents** | | **0.6** | 0.6 | - | **2.4** | 2.1 | 14 |

***Notes:***

*(a) Non-cash adjustments comprise depreciation expense, impairment of vessel and goodwill, amortisation of charter contracts (net), unrealised loss on interest rate swaps, gain on settlement of convertible loan, gain on fair value of derivative component of convertible loan, amortisation of the convertible loan and medium-term notes using the effective interest rate method as defined in IAS 39, amortisation of debt issuance costs and exchange translation differences.*

*(b) Non-recurring expenses consist of debt processing fees, legal and professional fees incurred on the finalisation of the agreements with lending banks to extend the waiver of value-to-loan covenant.*

*(c) The reserve represents management's estimate of the amount of cash that needs to be retained progressively for the vessels' future dry-docking costs.*

*(d) The amount to be distributed is funded by cash flow available for distribution to unitholders, and partly from cash retained in the prior periods.*

*^ Consists of:*

*(i) Distribution of 0.6 US Cents per unit for 847,350,000 units in 1Q2014, 2Q2014, 3Q2014 and 4Q2014. (1Q2013: 0.6 US Cents per unit for 423,675,000 units; 2Q2013, 3Q2013 and 4Q2013: 0.6 US Cents per unit for 847,350,000 units).*

**1.b (i) Statement of financial position as at 31 December 2014 together with comparative statements as at the end of the immediately preceding year**

| | **31/12/14** | | 31/12/13 | |
|---|---|---|---|---|
| | **Group** | **Trust** | Group | Trust |
| | **US$'000** | **US$'000** | US$'000 | US$'000 |
| **ASSETS** | | | | |
| **Current assets** | | | | |
| Cash and cash equivalents | **60,008** | **29,621** | 61,565 | 26,166 |
| Trade and other receivables | **891** | **81** | 881 | 74 |
| Inventories | **2,259** | **149** | 2,229 | 149 |
| Prepayments | **390** | **14** | 34 | 14 |
| **Total current assets** | **63,548** | **29,865** | 64,709 | 26,403 |
| **Non-current assets** | | | | |
| Investments in subsidiaries | **-** | **160** | - | 160 |
| Loans to subsidiaries | **-** | **898,441** | - | 898,441 |
| Vessels | **882,572** | **-** | 960,392 | - |
| Intangible assets | **4,943** | **-** | 23,581 | - |
| **Total non-current assets** | **887,515** | **898,601** | 983,973 | 898,601 |
| **Total assets** | **951,063** | **928,466** | 1,048,682 | 925,004 |
| **LIABILITIES** | | | | |
| **Current liabilities** | | | | |
| Trade and other payables | **2,915** | **377,400** | 2,182 | 341,574 |
| Derivative financial instruments | **5,112** | **-** | 538 | 52 |
| Secured bank loans | **47,020** | **24,000** | 48,293 | 24,000 |
| Medium-term notes | **821** | **821** | - | - |
| Advanced charter hire received | **2,468** | **-** | 3,926 | - |
| **Total current liabilities** | **58,336** | **402,221** | 54,939 | 365,626 |
| **Non-current liabilities** | | | | |
| Deferred income from charter contracts | **3,646** | **-** | 9,985 | - |
| Secured bank loans | **316,551** | **203,565** | 394,297 | 246,145 |
| Medium-term notes | **74,391** | **74,391** | - | - |
| Convertible loan | **-** | **-** | 50,522 | 50,522 |
| Derivative financial instruments | **-** | **-** | 16,366 | - |
| **Total non-current liabilities** | **394,588** | **277,956** | 471,170 | 296,667 |
| **Total liabilities** | **452,924** | **680,177** | 526,109 | 662,293 |
| **NET ASSETS** | **498,139** | **248,289** | 522,573 | 262,711 |
| **UNITHOLDERS' FUNDS** | | | | |
| Common Units in issue | **512,086** | **512,086** | 512,086 | 512,086 |
| Unit issuance costs | **(12,024)** | **(12,024)** | (12,024) | (12,024) |
| Hedging reserve | **(4,472)** | **-** | (16,334) | - |
| Distributable income/(accumulated losses) | **2,549** | **(251,773)** | 38,845 | (237,351) |
| **Total unitholders' funds** | **498,139** | **248,289** | 522,573 | 262,711 |

**1.b (ii) Group's borrowings and debt securities**

**Secured bank loans**

| | Group | |
|---|---|---|
| | **31/12/14** | 31/12/13 |
| | **US$'000** | US$'000 |
| Amount repayable within one year | **47,020** | 48,293 |
| Amount repayable after one year | **316,551** | 394,297 |
| | **363,571** | 442,590 |

As at 31 December 2013, the face value of the Group's total outstanding secured bank loans was US$443.8 million. During the year of 2014, a total repayment of US$79.3 million (2013: US$126.1 million) was made by the Group. As at 31 December 2014, the face value of the Group's total outstanding secured bank loans was US$364.5 million.

| | Group | |
|---|---|---|
| | **31/12/14** | 31/12/13 |
| | **US$'000** | US$'000 |
| Face value of secured bank loans | **364,542** | 443,832 |
| Unamortised portion of debt issuance costs | **(971)** | (1,242) |
| Carrying amount of secured bank loans | **363,571** | 442,590 |

The difference between the face value of secured bank loans and the carrying amount of US$363.6 million (31 December 2013: US$442.6 million) is due to the accounting treatment for borrowings, which is initially recognised at fair value (net of transaction costs) and subsequently stated at amortised cost.

The loans bear interest at floating rates and are secured on all existing sixteen containerships and their respective assignment of the charter revenues, insurance, earnings, deposit accounts and pledge of respective owner's/borrower's (the Trust's subsidiaries) shares and requisition compensation.

On 7 July 2014, the Group successfully obtained an extension of the value-to-loan ("VTL") covenant waiver up to 31 December 2015.

**Convertible loan**

| | Group | |
|---|---|---|
| | **31/12/14** | 31/12/13 |
| | **US$'000** | US$'000 |
| Amount repayable after one year | **-** | 50,522 |

The convertible loan denominated in US dollar was held by Polaris Shipmanagement Company Limited ("Polaris"). Polaris had the option to convert the loan into Common Units of the Trust on 1 April 2014 or receive repayments from the Trust in ten equal quarterly instalments with the first instalment due and payable on 30 June 2014. On 1 April 2014, Polaris did not exercise the conversion option and the option expired in accordance with the terms and conditions of the Convertible Loan Agreement.

Interest on the convertible loan was charged at a rate of 3-month US$ LIBOR plus a margin of 1.25% per annum. From 1 April 2014, interest was charged at a rate of 3-month US$ LIBOR plus a margin of 3.00% per annum, and the margin would increase by 0.25% per quarter until it reaches a maximum rate of 4.50% per annum.

On 30 May 2014, the convertible loan was fully settled at an amount of US$39.2 million. The difference between the settlement amount and the carrying amount of the convertible loan on the settlement date amounting to US$11.4 million was recognised as a gain on settlement of convertible loan in the Consolidated Statement of Comprehensive Income.

**Medium-term notes**

| | Group | |
|---|---|---|
| | **31/12/14** | **31/12/13** |
| | **US$'000** | **US$'000** |
| Amount repayable within one year | **821** | **-** |
| Amount repayable after one year | **74,391** | **-** |
| | **75,212** | **-** |

On 15 May 2014, the Trust successfully issued S$100 million (US$80 million) of three-year notes ("Series 1 Notes") under its S$300 million multicurrency medium-term note programme established on 19 November 2013. The Series 1 Notes bear a fixed interest rate of 8.45% per annum, which is payable semi-annually in arrears. The maturity date of Series 1 Notes is 15 May 2017.

The fair value of the Series 1 Notes is determined from the quoted price in the market as at 31 December 2014. As at 31 December 2014, the fair value of the Series 1 Notes amounted to US$74.9 million.

## 1.c Consolidated statement of cash flows for the 4th quarter ended 31 December 2014

| | 4th QTR | | 12 Months to | |
|---|---|---|---|---|
| | **2014** | 2013 | **31/12/14** | 31/12/13 |
| | **US$'000** | US$'000 | **US$'000** | US$'000 |
| **Cash flows from operating activities:** | | | | |
| Cash receipts from customers | **31,107** | 36,410 | **129,393** | 143,388 |
| Cash paid to suppliers and Trustee-Manager | **(10.453)** | (9,115) | **(41,668)** | (39,536) |
| *Net cash provided by operating activities* | **20,654** | 27,295 | **87,725** | 103,852 |
| **Cash flows from investing activities:** | | | | |
| Vessel improvement | **(214)** | 8 | **(1,110)** | (83) |
| Dry-docking cost paid | **(156)** | (68) | **(1,196)** | (3,771) |
| Interest received | **54** | 36 | **128** | 114 |
| *Net cash used in investing activities* | **(316)** | (24) | **(2,178)** | (3,740) |
| **Cash flows from financing activities:** | | | | |
| Proceeds from issuance of medium-term notes | **-** | - | **80,000** | - |
| Commission paid in relation to the issuance of medium-term notes | **-** | - | **(1,582)** | - |
| Proceeds from issuance of Common Units | **-** | - | **-** | 80,651 |
| Unit issuance costs paid | **-** | - | **-** | (2,031) |
| Transaction fees paid | **-** | (54) | **(323)** | (208) |
| Repayment of secured bank loans | **(13,134)** | (12,287) | **(79,290)** | (126,084) |
| Repayment of convertible loan | **-** | - | **(39,200)** | - |
| Other fees paid | **-** | (1) | **(51)** | (51) |
| Interest paid on secured bank loans | **(1,915)** | (2,334) | **(8,294)** | (10,562) |
| Interest paid on medium-term notes | **(3,299)** | - | **(3,299)** | - |
| Interest paid on interest rate swaps | **(2,942)** | (3,552) | **(12,157)** | (18,569) |
| Interest paid on convertible loan | **-** | (217) | **(535)** | (893) |
| Debt processing fee paid | **-** | - | **(880)** | (1,800) |
| Loan restructuring fee paid | **-** | - | **-** | (892) |
| Decrease in restricted cash | **-** | - | **-** | 892 |
| Distribution to unitholders | **(5,084)** | (5,084) | **(20,336)** | (15,252) |
| *Net cash used in financing activities* | **(26,374)** | (23,529) | **(85,947)** | (94,799) |
| **Net (decrease)/increase in cash and cash equivalents for the period** | **(6,036)** | 3,742 | **(400)** | 5,313 |
| **Cash and cash equivalents at beginning of period** | **66,786** | 57,836 | **61,565** | 56,276 |
| Effects of exchange rate changes on cash and cash equivalents | **(742)** | (13) | **(1,157)** | (24) |
| **Cash and cash equivalents at end of period ^** | **60,008** | 61,565 | **60,008** | 61,565 |

*^ Cash and cash equivalents include an amount of US$25.0 million which can be used by the Group for operational purposes (subject to certain requirements) but the amount is not available for distribution to unitholders nor to service interest payments on the convertible loan or medium-term notes.*

**1.d (i) Statement of changes in unitholders' funds for the 4th quarter ended 31 December 2014**

| **Group** | Attributable to unitholders of Trust | | | | |
|---|---|---|---|---|---|
| | Common Units in issue | Unit issuance costs | Hedging reserve | Distributable income | Total |
| | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 |
| **2014** | | | | | |
| Balance at 1 January 2014 | 512,086 | (12,024) | (16,334) | 38,845 | 522,573 |
| Total comprehensive loss for the period | - | - | 9,580 | (27,153) | (17,573) |
| Distribution to unitholders | - | - | - | (15,252) | (15,252) |
| Balance at 30 September 2014 | 512,086 | (12,024) | (6,754) | (3,560) | 489,748 |
| Total comprehensive income for the period | - | - | 2,282 | 11,193 | 13,475 |
| Distribution to unitholders | - | - | - | (5,084) | (5,084) |
| **Balance at 31 December 2014** | **512,086** | **(12,024)** | **(4,472)** | **2,549** | **498,139** |
| **2013** | | | | | |
| Balance at 1 January 2013 | 431,435 | (10,122) | (28,578) | 30,617 | 423,352 |
| Common Units issued | 80,651 | - | - | - | 80,651 |
| Unit issuance costs | - | (1,902) | - | - | (1,902) |
| Total comprehensive income for the period | - | - | 9,631 | 31,522 | 41,153 |
| Distribution to unitholders | - | - | - | (10,168) | (10,168) |
| Balance at 30 September 2013 | 512,086 | (12,024) | (18,947) | 51,971 | 533,086 |
| Total comprehensive loss for the period | - | - | 2,613 | (8,042) | (5,429) |
| Distribution to unitholders | - | - | - | (5,084) | (5,084) |
| **Balance at 31 December 2013** | **512,086** | **(12,024)** | **(16,334)** | **38,845** | **522,573** |

## 1.d (i) Statement of changes in unitholders' funds for the 4th quarter ended 31 December 2014

**Trust**

| | Common Units in issue | Unit issuance costs | Accumulated losses | Total |
|---|---|---|---|---|
| | US$'000 | US$'000 | US$'000 | US$'000 |
| **2014** | | | | |
| Balance at 1 January 2014 | 512,086 | (12,024) | (237,351) | 262,711 |
| Total comprehensive income for the period | - | - | 6,310 | 6,310 |
| Distribution to unitholders | - | - | (15,252) | (15,252) |
| Balance at 30 September 2014 | 512,086 | (12,024) | (246,293) | 253,769 |
| Total comprehensive loss for the period | - | - | (396) | (396) |
| Distribution to unitholders | - | - | (5,084) | (5,084) |
| **Balance at 31 December 2014** | **512,086** | **(12,024)** | **(251,773)** | **248,289** |
| **2013** | | | | |
| Balance at 1 January 2013 | 431,435 | (10,122) | (215,284) | 206,029 |
| Common Units issued | 80,651 | - | - | 80,651 |
| Unit issuance costs | - | (1,902) | - | (1,902) |
| Total comprehensive loss for the period | - | - | (5,395) | (5,395) |
| Distribution to unitholders | - | - | (10,168) | (10,168) |
| Balance at 30 September 2013 | 512,086 | (12,024) | (230,847) | 269,215 |
| Total comprehensive loss for the period | - | - | (1,420) | (1,420) |
| Distribution to unitholders | - | - | (5,084) | (5,084) |
| **Balance at 31 December 2013** | **512,086** | **(12,024)** | **(237,351)** | **262,711** |

**1.d (ii) Details of any changes in the company's units arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of units for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of units that may be issued on conversion of all the outstanding convertibles, as well as the number of units held as treasury units, if any, against the total number of issued units excluding treasury units of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.**

| | **31/12/14** | 31/12/13 |
|---|---|---|
| | **Units** | Units |
| **At the beginning and end of the period** | **847,350,000** | 847,350,000 |

***Footnotes:***

*(a) There are no outstanding convertibles as at 31 December 2014. (31 December 2013: Maximum of 181,263,067 units could be issued upon the exercise of the conversion option of the convertible loan).*

*(b) There are no treasury units as at 31 December 2014 and 2013.*

**1.d (iii) To show the total number of issued units excluding treasury units as at the end of the current financial period and as at the end of the immediately preceding year.**

| | **31/12/14** | 31/12/13 |
|---|---|---|
| Total issued units | **847,350,000** | 847,350,000 |

**1.d (iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury units as at the end of the current financial period reported on.**

Not applicable.

**2 Whether the figures have been audited, or reviewed and in accordance with which auditing standard or practice**

The 12-month financial information as set out in paragraphs 1(a)(i), 1(b)(i), 1(b)(ii), 1(c), 1(d)(i) and 6 of this announcement was extracted from the financial statements of Rickmers Maritime and its subsidiaries, which have been audited in accordance with the International Auditing Standards issued by the International Auditing and Assurance Standards Board.

**3 Where the figures have been audited, or reviewed, the auditors' report (including any qualifications or emphasis of matter)**

Please see the attached Independent Auditor's Report on the financial statements dated 26 February 2015.

**4 Whether the same accounting policies and methods of computation as in the issuer's most recently audited financial statements have been applied**

Except as stated in Note 5, the Group has applied the same accounting policies and methods of computation in the financial statements for the current financial period as in those of the audited financial statements for the financial year ended 31 December 2013.

**5 If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change**

On 1 January 2014, the Group adopted the new and amended International Financial Reporting Standards ("IFRS") that are mandatory for application on that date. The following are the new and amended IFRS that are relevant to the Group.

(i) Amendment to IAS 32, "Financial instruments: Presentation"
(ii) Amendments to IAS 36, "Impairment of assets"
(iii) Amendments to IAS 39, "Financial Instruments: Recognition and measurement"

The adoption of the above IFRS did not result in any substantial change to the Group's accounting policies or any significant impact on the financial statements.

**6 Earnings per unit ('EPU') for the current financial period and corresponding period of the immediately preceding financial year**

| | 4th QTR | | YTD | |
|---|---|---|---|---|
| | **2014** | 2013 | **2014** | 2013 |
| Weighted average number of units as at end of period | | | | |
| -basic | **847,350,000** | 847,350,000 | **847,350,000** | 711,401,538 |
| -diluted | **847,350,000** | 1,028,613,067 | **892,665,767** | 892,664,605 |
| Earnings/(loss) per unit for the period based on the weighted average number of units in issue (US Cents) | | | | |
| -basic | **1.32** | (0.95) | **(1.88)** | 3.30 |
| -diluted | **1.32** | (0.95)# | **(1.88)#** | 2.80^ |

^ *Based on the assumption that the maximum number of units of 181,263,067 will be issued. The gain on fair value of the derivative component of the convertible loan was deducted and the interest expense on the convertible loan was added back to the EPU computation to arrive at the diluted EPU. The convertible loan was fully repaid on 29 May 2014.*

# *If the option on the convertible loan [see 1.d(ii)(a)] was exercised, the 181,263,067 units would be anti-dilutive in accordance with IAS 33, "Earnings per Share".*

**7 Net asset value (for the issuer and group) per unit based on the total number of issued units excluding treasury units of the issuer at the end of the period and immediately preceding financial year:-**

| | **31/12/14 (a)** | | 31/12/13 | |
|---|---|---|---|---|
| | **Group** | **Trust** | Group | Trust |
| Net asset value per unit (US$) | **0.59** | **0.29** | 0.62 | 0.31 |

***Footnote:***

*(a) The number of units used in the computation of actual NAV is 847,350,000 units.*

*(b) There are no treasury units.*

## 8 Review of the Performance of the Group

The Group achieved a utilisation rate of 99.9% in 4Q14 (4Q13: 99.7%). Group revenue of US$31.9 million for the fourth quarter of 2014 ("4Q14") was approximately US$4.5 million or 12% below revenue of US$36.4 million reported in the fourth quarter of 2013 ("4Q13"). The reduction was due mainly to the reduced charter rates on four vessels which had their charters renewed during the course of the year.

Other income comprising mainly amortisation of deferred income from charter contracts (non-cash in nature) and interest income, increased by 38% as compared to 4Q13. The increase was due to the accelerated amortisation of Ital Fiducia's deferred income from charter contract, as well as higher interest income earned from placement of fixed deposits in 4Q14.

Other gains increased by US$2.0 million in 4Q14 as compared to 4Q13. The increase was attributable to net exchange gains on SGD-denominated medium-term notes and cash balances, due to the appreciation of the US dollar against the Singapore dollar in 4Q14.

For the period under review, no further provisions for vessel and goodwill impairment were required for the entire fleet as provisions for vessel impairment of US$44.4 million, and goodwill impairment of US$18.6 million, were recognised in 3Q14.

Vessel operating expenses comprising vessel fixed operating expense, lubricant oil expense, vessel management fee and other vessel related expenses, increased by US$0.3 million (3%) from US$9.0 million in 4Q13 to US$9.3 million in 4Q14. The increase was due to the contractual increase in vessel fixed operating expense and vessel management fee, which came into effect from 1 January 2014.

Finance expenses increased by 6% from US$5.7 million in 4Q13 to US$6.0 million in 4Q14. The increase of US$0.3 million was due mainly to higher interest expense on medium-term notes, offset by interest savings on reduced outstanding loan balances and the full settlement of the convertible loan.

Overall, the Group recorded a net profit after tax of US$11.2 million in 4Q14 compared to a net loss of US$8.0 million in 4Q13.

On a full year basis, the Group recorded a loss of US$16.0 million compared to a profit of US$23.5 million recorded in the previous financial year. This was impacted by the non-cash impairment charge on vessel and goodwill of US$63.0 million recognised in 3Q14. Excluding the impact of impairment loss, profit for the year would have been US$47.0 million in 2014 as compared to US$44.2 million in 2013.

## 9 Where a forecast, or a prospect statement, has been previously disclosed to unitholders, any variance between it and the actual results.

No forecast statement for the financial year 2014 has been disclosed.

**10 Commentary on the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.**

In 2014, trade growth reached 6.0%* and it is expected to accelerate slightly to 6.7%* in 2015. Growth in container vessel capacity is expected to increase by 5.8%* over the year. The trade growth projection is subject to risks from global economic developments.

The charter market for modern container panamax vessels has continued to improve during the reporting period. Despite the high number of ships being scrapped and continued slow-steaming, structural oversupply will remain for some time to come. Nonetheless, the gradual recovery of time charter rates is expected to continue in 2015. A recovery in charter market will eventually affect vessel values positively which had so far remained near historically low levels.

Rickmers Maritime's fleet has, through existing charter agreements, US$220.1 million of secured revenue between 31 December 2014 and the expiry of the last charter party contract in 2019. The fleet is 64% employed for 2015. With a number of our existing charter agreements expiring during 2015, the uncertainty surrounding the timing of a charter market recovery poses a risk to the earnings and cash flows of the Trust.

The Trust has a VTL covenant waiver until 31 December 2015 which protects the Trust from any adverse fluctuations in vessel values for 2015.

* *Source: Clarkson Research Services, January 2015*

## 11 Distribution

### a Current financial period

| | | |
|---|---|---|
| Any distributions recommended for the current financial period | : | Yes (recommended) |
| Amount | : | US$5,084,100 |
| Distribution Period | : | 1 October 2014 to 31 December 2014 |
| Distribution Type | : | Cash, Tax-exempt Distribution |
| Distribution Rate | : | 0.60 US Cents per unit |
| Par Value of units | : | Not applicable |
| Tax Rate | : | Distribution received by either Singapore tax resident Unitholders or non-Singapore tax resident Unitholders are exempt from Singapore income tax. |

The recommended distribution has not been provided for in these financial statements. This distribution will be accounted for in the statement of changes in unitholders' funds in the 1st quarter of 2015.

### b Corresponding period of the immediately preceding financial period

| | | |
|---|---|---|
| Any distributions declared for the previous corresponding financial period | : | Yes. At 0.60 US cents per unit for distribution period from 1 October 2013 to 31 December 2013 |
| **c Date payable** | : | 27 March 2015 |
| **d Books Closure date** | : | The Transfer Books and Register of Unitholders of Rickmers Maritime (the "Trust") will be closed from 5.00 pm on 12 March 2015 for the purposes of determining each Unitholder's entitlement to the distribution.<br><br>Unitholders whose Securities Accounts with the Central Depository (Pte) Limited ("CDP") are credited with shares at 5.00 pm on 12 March 2015 will be entitled to the Distribution to be paid on 27 March 2015. |

## 12 If no distribution has been declared / (recommended), a statement to that effect.

Not applicable.

## 13 If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Group has not obtained a general mandate from unitholders for IPTs.

**14 Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.**

No business segment information has been prepared as the Group is only involved in the chartering of container vessels which is carried out in international waters. With respect to the presentation of geographical segment information, the Group deals with several liner companies and the vessels are deployed to various parts of the world at the discretion and direction of these liner companies. The risks and returns of the Group are also not influenced by the geographical location of its customers. Accordingly, the Trustee-Manager does not consider it meaningful to allocate revenues, assets and capital expenditure to specific geographical segments.

**15 In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.**

Not applicable.

**16 A breakdown of sales as follows:-**

| | | 31/12/14 | 31/12/13 | Incr/(Decr) |
|---|---|---|---|---|
| | | US$'000 | US$'000 | % |
| (a) | Revenue reported for first half year | 65,443 | 70,516 | (7) |
| (b) | Operating profit after tax reported for first half year | 25,865 | 18,436 | 40 |
| (c) | Revenue reported for second half year | 64,882 | 72,974 | (11) |
| (d) | Operating profit after tax reported for second half year | (41,825) | 5,044 | NM |

**17 A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year as follows:-**

**2014**

| Qtr | Units issued | Distribution Period | Distribution Amount (US$) | Distribution Per Unit (US Cents) |
|---|---|---|---|---|
| 1st | 847,350,000 | 1 January 2014 to 31 March 2014 | 5,084,100 | 0.60 |
| 2nd | 847,350,000 | 1 April 2014 to 30 June 2014 | 5,084,100 | 0.60 |
| 3rd | 847,350,000 | 1 July 2014 to 30 September 2014 | 5,084,100 | 0.60 |
| 4th | 847,350,000 | 1 October 2014 to 31 December 2014 | 5,084,100 | 0.60 |

**2013**

| Qtr | Units issued | Distribution Period | Distribution Amount (US$) | Distribution Per Unit (US Cents) |
|---|---|---|---|---|
| 1st | 423,675,000 | 1 January 2013 to 31 March 2013 | 2,542,050 | 0.60 |
| 2nd | 847,350,000 | 1 April 2013 to 30 June 2013 | 5,084,100 | 0.60 |
| 3rd | 847,350,000 | 1 July 2013 to 30 September 2013 | 5,084,100 | 0.60 |
| 4th | 847,350,000 | 1 October 2013 to 31 December 2013 | 5,084,100 | 0.60 |

**18 Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(13) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.**

The Group confirms that there is no person occupying a managerial position in the Group who is a relative of a director or chief executive officer or substantial unitholder of the Group.

BY ORDER OF THE BOARD OF RICKMERS TRUST MANAGEMENT PTE. LTD.
AS TRUSTEE-MANAGER OF RICKMERS MARITIME

Bertram R. C. Rickmers
Chairman
Date: 26 February 2015

## INDEPENDENT AUDITOR'S REPORT TO THE UNITHOLDERS OF RICKMERS MARITIME

### Report on the Financial Statements

We have audited the accompanying financial statements of Rickmers Maritime (the "Trust") and its subsidiaries (the "Group") set out on pages 7 to 51 which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Trust as at 31 December 2014, the consolidated statement of comprehensive income, the consolidated statement of changes in unitholders' funds and the consolidated statement of cash flows of the Group for the financial year then ended, and a summary of significant accounting policies and other explanatory information.

*Trustee-Manager's Responsibility for the Financial Statements*
The Trustee-Manager is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Business Trusts Act (the "Act") and International Financial Reporting Standards, and for such internal control as management determines 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 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 judgement, 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 of financial statements that give a true and fair view 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 accompanying financial statements of the Group and the statement of the financial position of the Trust give a true and fair view of the financial position of the Group and the Trust as of 31 December 2014, and of their financial performance and cash flows for the financial year then ended in accordance with the provisions of the Act and International Financial Reporting Standards.

### Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Trustee-Manager have been properly kept in accordance with the provisions of the Act.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants
Singapore, 26 February 2015