

# Consolidated Profit & Loss Statements for the Six Months Ended 30<sup>th</sup> June 2006

		Group	%
	€000	€'000	Change
	2006	2005	
Revenue	5,833	5,778	1%
Other operating income	9,000	349	2,479%
Purchases	(1,592)	(1,475)	8%
Staff costs	(2,632)	(2,430)	8%
Depreciation and amortisation	(3,878)	(3,837)	1%
Administrative Expenses	(2,341)	(2,576)	-9%
Profit/ (Loss) from Operations	4,390	(4,191)	N/A
Finance Costs (net)	(148)	(192)	-23%
Profit/(Loss) before tax	4,242	(4,383)	N/A
Income tax	155	155	%
Profit/(Loss) after tax	4,397	(4,228)	N/A
Minority interests	28	235	-88%
Net Profit/(Loss) for the six months	4,425	(3,993)	N/A

1(b)(i) A balance sheet (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.

# **Balance Sheets**

Balance Sheets	I			
	Gr	Group		pany
	30/06/06	31/12/05	30/06/06	31/12/05
	€'000	€' 000	€'000	€' 000
Assets				
Non-current assets				
Property, plant & equipment	152,837	127,144	45	68
Intangible assets	6,977	106	50	51
Investments in Subsidiary			68,232	68,232
Total non-current assets	159,814	127,250	68,327	68,351
Current Assets				
Trade receivables	3,886	6,551	1	-
Other receivables	4,201	1,630	77	68
Receivables from related parties	1,103	534	43,029	4,264
Cash and cash equivalents	14,754	6,000	280	3,710
Total current assets	23,944	14,715	43,387	8,042
Total Assets	183,758	141,965	111,714	76,393
EQUITY AND LIABILITIES				
Capital and reserves				
Issued capital (i)	100,195	95,085	119,983	57,181
Reserves		37,904		57,692
Retained earnings	22,811	18,387	(41,083)	(40,269)
Cumulated translation reserve	448	414		
	123,454	113,886	78,900	74,604
Minority interest	(450)	(422)		
	(430)	(422)		
Non-current liabilities	II	<u>I</u>	<u> </u>	

Obligations under finance leases				24
Interest bearing borrowings	29,909		29,909	
Provisions	686	731		
Deferred revenue	2,692	2,262		-
Deferred income tax	7,063	7,218		-
Total non-current liabilities	40,350	10,211	29,909	24
Current Liabilities				
Trade payables	3,451	7,653	532	626
Other payables and accruals	14,090	4,533	2,373	1,132
Provision for taxation		-		-
Deferred revenue	698	2,253		-
Payables to related parties	2,165	3,851		7
Total current liabilities	20,404	18,290	2,905	1,765
Total Liabilities and Equity	183,758	141,965	111,714	76,393

## Notes:

1. As a result of the Companies (Amendment) Act 2005, which came into effect on 30<sup>th</sup> January 2006, the concept of authorised share capital and par value has been abolished. The amount standing to the credit of the share premium account has been transferred to the Company's share capital account in the current period.

# 1(b)(ii) Aggregate amount of group's borrowings and debt securities.

Amount repayable in one year or less, or on demand

		,		
As	at	As at		
30/06	/2006	31/12/	2005	
Secured	Unsecured	Secured	Unsecured	
	1,247		2,849	

Amount rep	Amount repayable after one year						
A	s at	As at					
30/06/2006		31/12/2005					
Secured	Unsecured	Secured	Unsecured				
-	29,090	-	-				

During the Year the company issued €35 m in convertible bonds. The bonds are repayable in April 2011 and carry a coupon rate of 3%. The bonds are convertible, at the option of the bondholders, 31 days after issue. Interest is payable semi-annually, in April and October of each year. The bonds are drect, unconditional, unsubordinated, unsecured obligations, and rank pari passu with future unsecured and unsubordinated obligations of the Company.

The proceeds of the bond were partially used to fund the acquisition of certain long haul network assets from Viatel.

The remaining funds will be used for future acquisitions, capital expenditure and general working capital purposes.

Under IAS rules the conversion element of the bond must be calculated and represented separately in Shareholders funds. (See 1 (d) (i))

# **Details of any collateral**

None

1(c) A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

Consolidated Cash Flow Statements for the Financial Period Ended 30 June 2006

Consolidated Gashi Flow Statements for the Finance	30/06/2006	30/06/2005
	€'000	€'000
Cash flows from operating activities:		
Operating Profit /(Loss)	4,390	(4,191)
Adjustments for:		
Depreciation	3,878	3,837
Provisions	(45)	(207)
Non Current deferred revenues	430	(66)
(Profit)/Loss on sale of fixed assets	(8,832)	
Share option expense	246	
Translation reserve	34	
Operating cash flows before working capital changes	101	(627)
Changes in:		
Trade receivables	2,665	1,063
Other receivables and prepayments	(2,572)	8,966

Receivables related parties	(569)	-
Trade payables	(4,202)	(1,005)
Other Payables and accruals	9,558	(3,264)
Payables related parties	(1,686)	
Deferred revenue	(1,556)	(1,490)
Net Cash From Operating Activities	1,739	3,643
Cash flow from Investing activities:		
Purchase plant and equipment	(36,626)	(1,637)
Proceeds on sale of plant and equipment	9,016	
Acquisition of subsidiary companies (NOTE A)		-
Net Cash used in Investing activities	(27,610)	(1,637)
Net Cash used in Investing activities	(27,610)	(1,637)
Net Cash used in Investing activities  Cashflows from Financing activities	(27,610)	(1,637)
	(27,610) 34,773	(1,637)
Cashflows from Financing activities		(1,637)
Cashflows from Financing activities  Proceeds from borrowings	34,773	
Cashflows from Financing activities  Proceeds from borrowings  Interest paid	34,773	(192)
Cashflows from Financing activities  Proceeds from borrowings  Interest paid  Proceeds from borrowings (net)	34,773 (148)	(192)
Cashflows from Financing activities  Proceeds from borrowings  Interest paid  Proceeds from borrowings (net)	34,773 (148)	(192)
Cashflows from Financing activities  Proceeds from borrowings  Interest paid  Proceeds from borrowings (net)  Net cash generated from financing activities	34,773 (148) 34,625	(192) (1,050) (1,242)

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

GROUP	Share Capital	Reserves	Translation Reserves	Accumulate d Profits	Minority Interest	Total
At 1 Jan 2005 as previously stated	57,181	37,618	499	23,600	(192)	118,706
Currency Translation Differences			2			2

(Loss) for the six months	-	-	-	(3,993)	(235)	(4,228)
At 30 June 2005	57,181	37,618	501	19,607	(427)	114,480
Balance 1 <sup>st</sup> Jan 2006	57,181	37,904	414	18,387	(422)	113,464
Convertible Bond	4,864					4,864
Currency Translation Differences	-	-	34			34
Transfer of share premium reserve to share capital account	37,904	(37,904)				-
Issue of Share Option	246					246
Profit/(Loss) for the six months	-	-		4,425	(28)	4,397
At 30 June 2006	100,195	-	448	22,812	(450)	123,005
COMPANY						
Balance 1 <sup>st</sup> Jan 2005 as previously stated	57,181	57,406	-	(39,355)	-	75,232
Issue of shares	-	-	-	-	-	
Profit for six months	-	-	-	(12)	-	(12)
At 30 June 2005	57,181	57,406	-	(39,367)	-	75,220
Balance 1 <sup>st</sup> Jan 2006	57,181	57,692	0	(40,269)		74,604
Convertible Bond	4,864	-	-	-	-	4,864
Issue of share options	246		-	-	-	246
Transfer of Share Premium reserve to share capital account	57,692	(57,692)				
(Loss) for six months	-	-	-	(814)		(814)
At 30 June 2006	119,983	-		(41,083)		78,900

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buybacks, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares 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 shares that may be issued on conversion of all he outstanding convertibles as at the end of the current financial period reported on and as at the end of the corresponding period of financial year.

The company entered into a subscription agreement with DBS bank Ltd ("subscription agreement) in relation to the issue by the company of the aggregate € 35 million in principal amount of the convertible bonds due 2011 (the "convertible bonds") on the terms and conditions.

Each convertible bond will be convertible at the option of the holder into fully paid new equity shares ("convertible shares") of the company at an initial conversion price of S\$0.20 per share with a fixed rate of exchange on conversion of S\$ 1.9436 = € 1.00 (Conversion price"). The conversion price is subject to adjustment in certain circumstances in the manner provided in the terms and conditions

## Selected Terms for the convertible bonds

Maturity Date 19 April 2011 (5 Years)

Issue Price 100%

**Redemtion price** 120.294% of unpaid principal amount

At maturity

**Gross Yield to** 6.50% calculated on a semi annual basis

**Put/Maturity** 

**Coupon** 3.0%, paid semi annually in arrears on 19 April and

19 October of each year

**Conversion Right** convertible at the option of holders of the bonds at any time

Starting 31<sup>st</sup> Day after the issue date and up to and including the

Date falling 10 days prior to maturity. Delivery of shares within 3 business days

after any relevant conversion notice is received

The net proceeds from the issue of the convertible bonds after deduction of underwriting fees but before deduction of other expenses relating to this offering were used to fund an existing and future capital expenditure and for general corporate purposes and for working capital.

Should the Bondholders exercise their option to convert into ordinary shares, as at 30.06.06, 340,130,000 shares would be issued.

As at 30.06.06 there were 106,995,547 outstanding options on unissued shares.

There has been no change in the Company's number of shares since 31 December 2005. As mentioned in Section 1(b)(i) Note (i), the share premium account has been transferred to the Company's share capital account in the current period.

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

Unaudited figures.

- 3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter). N/A
- 4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

Yes

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.

# None

6. Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

Profit/(Loss) p	er share	30/06/06	30/06/05
Basic		0.19	-0.22
Diluted		0.18	-0.20

- 7. Net asset value (for the issuer and group) per ordinary share based on issued share capital of the issuer at the end of the:
  - a. current financial period reported on; and
  - b. immediately preceding financial year.

	Group		Company	
	30/06/06	31/12/05	30/06/06	31/12/05
Net assets per shares (Euro cents)	5.2	4.8	3.3	3.1

- 8. A review of the performances of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:
  - a. Any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical facto
  - **b.** any material factors that affected the cashflow, working capital, assets or liabilities of the group during the current financial period reported on.

#### **General Comment**

The Group performed exceptionally well in the first 6 months of 2006, recording a Net Operating Profit of €4.4 million and an EBITDA of €8.3 million

#### Revenue

Revenues have increased 1% year on year, however if one excludes a short term contract (which was highlighted in the 2005 year end results), revenues have actually increased by 29% in the first half of 2006, compared to the first half of 2005. In addition, revenues have increased 21.4% in the first half of 2006 compared to the second half of 2005.

Other income includes, €9 million relating to the assets sold to Viatel as part of that acquisition. These were the assets that were transferred to Viatel by 30.06.06, the remainder of the assets (€8.5 million) are expected to the transferred over the coming months.

#### **Operating Profit**

The Operating Profit has been considerably increased due to the inclusion of the Other Income relating to the Viatel Acquisition (€9 million). The Operating Profit for the six months to 30.06.06 was €4.4 million compared to an Operating Loss of €4.2 million for the six months to 30.06.05.

In addition, Purchases increased by 7.95% from €1.5 million in the six months to 30.06.05 to €1.6 million in the six months to 30.06.06, reflecting the group's additional investment in a Datacentre in Amsterdam.

Staff costs increased 8.3% period on period reflecting the Group's on-going recruitment of Sales and Marketing Personnel.

Administration expenses decreased by 9.1% period on period, reflecting the Group's on-going evaluation and management of its cost structures.

#### **Finance Costs**

Finance Costs were down slightly on the same period last year, however they included just over 2 months interest on the Convertible Bond issued in April 2006. Finance costs will increase in the second half of 2006, reflecting a full period of interest for the Bonds.

#### **Net Profit**

Net Profits for the period were €4.4 million, a significant move from the Net Loss for the same period in 2005 of €4 million.

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

None

10. A commentary at the date of announcement of the significant trends and competitive conditions for 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.

The ongoing rejuvenation and product merging of the telecommunications and datacenter hosting industry has continued apace in the past 6 months, not just in Europe, but worldwide. As a result telecom companies and datacenter operators are spending like they haven't done since the late 1990's.

In North America alone, according to Fortune Magazine, telecom companies will spend approximately US\$60 billion on capital expenditure. In Europe BT, Deutsche Telecom, other incumbents and US headquartered Telco's are planning to aggressively build capital expenditure intensive fiber infrastructure projects to support new high speed applications and replace their legacy copper based networks and ageing technology and in so doing attempt to capture new customers and retain existing.

Datacenter owners and their Internet dependent users are also continuing to invest heavily, updating existing datacenter sites and build new ones. Most Industry Analysts believe that growth of these datacenter server farms has only just begun. In the main this growth is due to a revolution that is currently taking place in the \$120 billion software industry as it becomes webified, where computer programs that traditionally have been installed on personal computers - from simple word processing and e-mail to heavy -duty applications that help companies manage payroll - are now going online. Add to this all the things that people and companies are increasingly using the Internet for - e-mails, blogs, photos, videogames, movies, TV shows and you can see why Fortune Magazine reports that Industry Analysts predict that Google, Microsoft and Yahoo combined will devote roughly US\$4.7 billion to capital expenditures this year, double the 2005 levels.

The first half of 2006 has also continued to see merger and acquisition activity increase as more and more equity funds look to acquire telecom and ISP companies. In Ireland the board of the incumbent telecom company, Eircom recently approved its Euro 2.6 billion takeover by Babcock & Brown, while in the UK O2 continued its spending spree buying ISPs and taking it into fixed broadband provision.

In amongst all this capex spend and webifying of software however, competition remain fierce and most telecoms companies are as ever looking for ways to reduce and streamline their ever expanding operational budgets in an effort to compete and grow margins.

From GV's perspective the first half 2006 has been a very strategic and operationally important time. The successful raising of a Euro 35 million convertible bond, the completing of the acquisition of the long haul inter-city network from Viatel, the bringing to market of a high quality datacenter in Amsterdam and the aggressive growth of our sales and marketing function has positioned GV well to capitalise on the many opportunities at hand.

The acquisition of the long-haul inter-city fiber network has allowed GV to seamlessly connect 13 of its 14 City networks, thereby eliminating the company's dependency on third party telecom providers, increase the level of service it can offer to its clients and broadening the set of products it presently sells to its corporate clients.

In the mid term, once fully integrated, it will allow GV to sell fiber based products to other telecom companies, including US based telco's that have client driven requirements to operate in Europe, but have no fiber infrastructure there, as well as existing European based telecom companies who require additional in-city and intercity infrastructure, but have neither the capex nor the time to build it.

Long term the company believes the acquisition will greatly augment GV's existing city fiber assets and that combined, GV's unique pan-European fiber assets will appreciate both strategically and commercially.

The leasing and bringing to market of a highly secure, high powered quality datacenter in Amsterdam has allowed GV to considerably extend its range of data hosting and storage products including data replication and secure managed hosting services to clients rights across the Benelux region. This increased product offering will allow GV to aggressively target some of the huge projected growth in both the Software Webifying industry and the Corporate Data back-up marketplace.

The company has also in the past six months invested considerable time selecting, interviewing and recruiting additional sales and marketing personnel, and is now well positioned to sell its products and services in almost all of its city locations.

GV believes that this focused recruitment policy coupled with its highly secure datacenters and unique international fiber network positions GV well to address a growing and cash rich market right across Northern Europe and that its approach will continue to pay dividends over the coming months and years.

#### 11. Dividend

# a. Current Financial Period reported on

Any dividend recommended for the current financial period reported on? None

#### b. Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year? None

#### c. Date payable

The date <Nil> will be registered before entitlements to the divided are determined.

[If not applicable, to say so] N/A

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

No dividend has been declared or recommended.

BY ORDER OF THE BOARD

Lt-Gen (Ret) Ng Jui Ping

**Non-Executive Chairman** 

11/08/06