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AS STEAMSHIP CO TORM  
Form 20-F  
June 26, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 20-F

(Mark One)

REPORT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES  
EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2006

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

Commission file number 000-49650

AKTIESELSKABET DAMPSKIBSSELSKABET TORM

-----  
(Exact name of Registrant as specified in its charter)

A/S STEAMSHIP COMPANY TORM

-----  
(Translation of Registrant's name into English)

Kingdom of Denmark

-----  
(Jurisdiction of incorporation or organization)

Tuborg Havnevej 18,  
DK-2900 Hellerup, Denmark

-----  
(Address of principal executive offices)

Securities registered or to be registered pursuant to section 12(b) of the Act.

Title of each class

Name of each exchange  
on which registered

NONE

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Securities registered or to be registered pursuant to section 12(g) of the Act.

Common Shares, par value 5 Danish Kroner per share,\* American Depositary Shares (as evidenced by American Depositary Receipts), each representing one (1) Common Share.

-----  
(Title of class)

\* Not for trading, but only in connection with the registration of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

-----  
NONE

-----  
(Title of class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

72,800,000 common shares, par value 5 Danish Kroner per share.

Indicate by check mark if the registrant is well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Note - Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, and accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

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If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes  No

The Company "Aktieselskabet Dampskibsselskabet Torm" is referred to as "TORM" in this Annual Report.

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### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Matters discussed in this report may constitute forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts.

TORM desires to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and is including this cautionary statement in connection with this safe harbor legislation. This report and any other written or oral statements made by us or on our behalf may include forward-looking statements, which reflect our current views with respect to future events and financial performance. When used in this report, the words "anticipate," "believe," "expect," "intend," "estimate," "forecast," "project," "plan," "potential," "may," "should," and similar expressions identify forward-looking statements.

The forward-looking statements in this report are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management's examination of historical operating trends, data contained in our records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

In addition to these assumptions and matters discussed elsewhere herein and in the documents incorporated by reference herein, important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include the strength of world economies and currencies, general market conditions, including fluctuations in charterhire rates and vessel values, changes in demand in the shipping market, including the effect of changes in OPEC's petroleum production levels and worldwide oil consumption and storage, changes in regulatory requirements affecting vessel operating including requirements for double hull tankers, changes in TORM's operating expenses, including bunker prices, dry-docking and insurance costs, changes in governmental rules and regulations or actions taken by regulatory authorities, changes in the price of our capital investments, such as the NORDEN shares, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents, political events or acts by terrorists, and

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other important factors described from time to time in the reports filed by us with the Securities and Exchange Commission, or the SEC.

### PART I

#### ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

Not Applicable.

#### ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not Applicable.

#### ITEM 3. KEY INFORMATION

Please note: Throughout this report, the "Company," "we," "us" and "our" all refer to TORM and its subsidiaries. We use the term deadweight ton, or dwt, in describing the size of vessels. Dwt, expressed in metric tons, each of which is equivalent to 1,000 kilograms, refers to the maximum weight of cargo and supplies that a vessel can carry. Unless otherwise indicated, all references to "dollars," "USD" and "\$" in this report are to, and amounts are presented in, U.S. dollars.

##### A. Selected Financial Data -

The following table sets forth our selected consolidated financial data for each of the periods indicated. The selected consolidated financial data should be read in conjunction with "Operating and Financial Review and Prospects" and the consolidated financial statements and notes thereto, all included elsewhere within this document.

Effective January 1, 2005, we adopted International Financial Reporting Standards or IFRS and changed our reporting currency from DKK to USD. We had previously presented our financial statements under Danish GAAP. In accordance with the Securities and Exchange Commission, or the SEC, reporting requirements for first-time application of IFRS, in this report we present the comparative financial information under IFRS only for the fiscal years ended December 31, 2004 and 2005. IFRS differs in certain respects from United States generally accepted accounting principles, or U.S. GAAP. The differences between IFRS and U.S. GAAP as applicable to the historical financial statements are summarized in Note 28 to the consolidated financial statements included herein.

The selected consolidated financial data under U.S. GAAP includes the Liner activities, which were sold to A.P. Moller-Maersk A/S on September 16, 2002. The results of the operations attributable to the Liner activities, which represent a discontinued operation, are presented in two separate lines in the income statement after net income from continuing operations. The impact of the sale of the Liner activities is included herein.

	For the year ended December 31			
	2002	2003	2004	2005
	----	----	----	----
	(1)	(1)	(1)	
				(in thousands of USD except for per share information)
IFRS financial data				
-----				

Statement of Operations Data:

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Revenue (2)			442,600	585,611
Port expenses, bunkers and commissions (2)			(83,769)	(124,968)
Freight and bunkers derivatives			(9,280)	3,194
			-----	-----
Time charter equivalent earnings			349,551	463,837
			-----	-----
Charter hire			(59,592)	(82,139)
Operating expenses			(49,791)	(66,744)
			-----	-----
Gross profit (Net earnings from shipping activities)			240,168	314,954
Profit from sale of vessels			0	54,731
Administrative expenses			(38,637)	(31,176)
Other operating income			13,139	12,570
Depreciation and impairment losses			(35,181)	(47,894)
			-----	-----
Operating profit			179,489	303,185
Financial income			42,788	26,004
Financial expenses			(16,949)	(29,822)
			-----	-----
Profit before tax			205,328	299,367
Tax expenses			(18,715)	(4)
			-----	---
Net profit for the year			186,613	299,363
Balance sheet data (as of end of period):				
Total assets (5)			1,239,562	1,810,138
Non-current liabilities			406,545	783,648
Equity/net assets			715,407	904,651
Common shares			61,098	61,098
No. of shares outstanding (4) (6) (11)			72,800,000	72,800,000
Other financial data (4)				
Dividends declared per share DKK			7.50	11.5
Dividends declared per share USD (7)			1.4	1.8
Earnings per share - basic			2.7	4.3
Earnings per share - diluted			2.6	4.3
U.S. GAAP financial data (8)				
Revenue	194,173	307,873	442,600	585,611
Profit from continuing operations before income taxes and discontinued operations	6,417	51,365	205,337	283,441
Tax benefit (expense) on profit	(4,420)	1,725	(17,683)	4,289
	-----	-----	-----	-----
Profit from continuing operations	1,997	53,090	187,654	287,730
Profit from discontinued operations (9)	8,849	0	0	0
	-----	-	-	-
Net profit before change in accounting principles (3)	10,846	53,090	187,654	287,730
Cumulative effect of change in accounting principles as at January 1, 2005 (3)				8,707
Net profit after change in accounting principles (3)				296,437
Earnings per share - basic:				

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Profit from continuing operations (4) (6)	0.1	0.8	2.7	4.2
Profit from discontinuing operations (4)	0.1	0.0	0.0	0.0
Net profit before change in accounting principles (3) (4)	0.2	0.8	2.7	4.2
Cumulative effect of change in accounting principles as at January 1, 2005 (3) (4)				0.1
Net profit after change in accounting principles (3) (4)				4.3
Earnings per share - diluted:				
Profit from continued operations (4) (11)	0.1	0.8	2.7	4.2
Profit from discontinued operations (4) (11)	0.1	0.0	0.0	0.0
Net profit before change in accounting principles (3) (4) (11)	0.2	0.8	2.7	4.2
Cumulative effect of change in accounting principles as at January 1, 2005 (3) (4) (11)				0.1
Net profit after change in accounting principles (3) (4) (11)				4.3
Total assets (5)	562,756	816,646	1,236,317	1,809,639
Non-current liabilities (including capital lease obligations)	245,046	285,468	406,373	778,786
Net assets	168,927	339,738	705,323	891,642
No. of shares outstanding (4) (6) (11)	72.800,000	72.800,000	72.800,000	72.800,000

1. Effective January 1, 2005, we have changed the accounting policies used in preparing our financial statements from Danish GAAP to IFRS and changed our reporting currency from DKK to USD. In accordance with the SEC reporting requirements for first-time application of IFRS, we present the comparative financial information only for the fiscal year ended December 31, 2004 and December 31, 2005. Comparative financial information prepared in accordance with IFRS data is not provided for the years ended December 31, 2002 and 2003.
2. As described in the accounting policies a new line has been added in the income statement. Consequently, the comparative figures for the revenue and port expenses, bunkers and commissions have been restated.
3. We changed our method of accounting for vessel dry-docking costs under U.S. GAAP as of January 1, 2005. Please refer to Note 28 in our consolidated financial statements included herein and the table presented in footnote 10 below for further information.
4. We increased the share capital in May 2004 from nominal DKK 182.0 million (USD 30.5 million) to nominal DKK 364.0 million (USD 61.1 million) through the issue of 36.4 million bonus shares of DKK 5 (USD 1.7) each. Comparative figures have been restated in accordance with the share split. The bonus shares were allotted to our existing shareholders at the ratio of 1:1. The comparative figures are restated to reflect the issue of bonus shares.
5. Total assets for each period includes bonds that serve as collateral for certain of our borrowings. This amount was USD 0 million as of December 31, 2006, USD 0 million as of December 31, 2005, USD 10 million as of December 31, 2004 for both IFRS and U.S. GAAP, and USD 9 million as of December 31, 2003 and USD 26 million as of December 31, 2002 for U.S. GAAP.

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6. Shares outstanding as of December 31, 2006 includes 3,556,364 shares that we purchased and hold as own shares, reflected in shareholders' equity. As of December 31, 2005 we held 3,116,944 own shares, as of December 31, 2004 we held 3,133,224 own shares and as of December 31, 2003 and December 31, 2002 we held 3,525,472 own shares. Comparative figures have been restated in accordance with the share split.
7. Dividends are converted to U.S. dollars based on the historical exchange rate for the year in question.
8. As a consequence of the change in reporting currency from DKK to USD effective as of January 1, 2005, comparative U.S. GAAP financial data for 2002 and 2003 is translated from DKK into USD for income related data using the average USD/DKK exchange rate for period and for balance sheet related data using the USD/DKK exchange rate at the end of such period.
9. Profit from discontinued operations for 2002 includes the gain of USD 7.6 million on disposal of the Company's Liner activities.
10. The table below presents U.S. GAAP net income adjusted for the proforma effect of the change in method of accounting for dry dock costs from the accrual method to the deferral method as if the adopted method of accounting had been applied during all periods affected.

Proforma	2002	2003	2004
	(in millions of USD, except for per share data)		
Net income as reported	10,846	53,090	187,654
Effect of accounting change	1,942	46	1,089
	-----	--	-----
Net income	12,788	53,136	188,743
	=====	=====	=====
Per share (basic)			
As reported	0.1	0.8	2.7
Effect of accounting change	0.1	0.0	0.0
	---	---	---
Proforma profit	0.2	0.8	2.7
	===	===	===
Per share (diluted)			
As reported	0.1	0.8	2.7
Effect of accounting change	0.1	0.0	0.0
	---	---	---
Proforma profit	0.2	0.8	2.7
	===	===	===

11. In accordance with the share split of May 23, 2007 all share related key figures have been restated retrospectively. Information about the share split is presented in note 29 in the financial statements.

### Exchange Rate Information

The following tables show, for the five most recent financial years, certain information regarding the exchange rate between the Danish Kroner and the U.S. dollar, based on the noon buying rate in New York City for cable transfers of DKK as certified for customs purposes by the Federal Reserve Bank of New York, expressed in DKK per U.S. dollar. These rates may differ from the actual rates used in the preparation of our financial statements and other financial information appearing in this report.



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		DKK per U.S. dollar			
		High	Low	Average (1)	Period
Year ended December 31,					
2002	.....	8.6470	7.0850	7.8862	7.08
2003	.....	7.1684	5.9150	6.5774	5.91
2004	.....	6.3115	5.4596	5.9891	5.49
2005	.....	6.3891	5.5161	5.9953	6.29
2006	.....	6.2888	5.5948	5.9422	5.64

(1): The average of the exchange rates on the last business day of each month during the relevant period.

		DKK per U.S. dollar	
		High	Low
Month ended			
November 30, 2006	.....	5.8681	5.6214
December 31, 2006	.....	5.6999	5.5948
January 31, 2007	.....	5.7756	5.6119
February 28, 2007	.....	5.7633	5.6262
March 31, 2007	.....	5.6874	5.5709
April 30, 2007	.....	5.5772	5.4553

On April 30, 2007, the exchange rate between the Danish Kroner and the U.S. dollar was 5.4553.

B. Capitalization and Indebtedness

Not Applicable.

C. Reasons for the Offer and Use of Proceeds

Not Applicable.

D. Risk Factors

Some of the following risks relate principally to the industry in which we operate and our business in general. Other risks relate principally to the securities market and ownership of our American Depositary Shares or ADSs. Any of the risk factors could materially and adversely affect our business, financial condition or operating results and the trading price of our ADSs.

Additional risks and uncertainties that we are not aware of or that we currently believe are immaterial may also adversely affect our business, financial condition, liquidity or results of operation.

INDUSTRY SPECIFIC RISK FACTORS

The product tanker and dry bulk carrier sectors are cyclical and volatile, and this may lead to reductions and volatility in our charter rates when we re-charter our vessels, vessel values and results of operations

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The dry bulk carrier and product tanker sectors are cyclical with attendant volatility in charter hire rates and industry profitability. The degree of charter hire rate volatility among different types of dry bulk carriers and product tankers has varied widely. The charter rates for dry bulk carriers and especially for product tankers remain near historically high levels. If we enter into a charter when charter hire rates are low, our revenues and earnings will be adversely affected. In addition, a decline in charter hire rates likely will cause the value of our vessels to decline. We cannot assure you that we will be able to successfully charter our vessels in the future or renew our existing charters at rates sufficient to allow us to operate our business profitably, meet our obligations or to pay dividends to our shareholders. The factors affecting the supply and demand for dry bulk carriers and product tankers are outside of our control and are unpredictable. The nature, timing, direction and degree of changes in industry conditions are also unpredictable.

Factors that influence demand for seaborne transportation of cargo include:

- o demand for and production of dry bulk products, crude oil and refined petroleum products;
- o the distance cargo is to be moved by sea;
- o changes in oil production and refining capacity;
- o global and regional economic and political conditions;
- o environmental and other regulatory developments; and
- o changes in seaborne and other transportation patterns, including changes in the distances over which cargo is transported due to geographic changes in where commodities are produced, oil is refined and cargoes are used.

The factors that influence the supply of vessel capacity include:

- o the number of newbuilding deliveries;
- o the scrapping rate of older vessels;
- o vessel casualties;
- o price of steel;
- o number of vessels that are out of service;
- o changes in environmental and other regulations that may limit the useful life of vessels; and
- o port or canal congestion.

We anticipate that the future demand for our vessels will be dependent upon continued economic growth in the world's economies, including China and India, seasonal and regional changes in demand, changes in the capacity of the world's dry bulk carrier and product tanker fleets and the sources and supply of cargo to be transported by sea. If the global vessel capacity increases in the shipping sectors in which we operate, but the demand for vessel capacity in these sectors does not increase or increases at a slower rate, the charter rates paid for our vessels could materially decline. Adverse economic, political, social or other developments could have a material adverse effect on our business, financial condition, results of operations and ability to pay

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dividends.

Because the market value of our vessels may fluctuate significantly, we may incur losses when we sell vessels, which may adversely affect our earnings

The fair market value of vessels may increase and decrease depending on but not limited to the following factors:

- o general economic and market conditions affecting the shipping industry;
- o competition from other shipping companies;
- o types and sizes of vessels;
- o other modes of transportation;
- o cost of newbuildings;
- o shipyard capacity;
- o governmental or other regulations;
- o age of vessels;
- o prevailing level of charter rates; and
- o technological advances.

If we sell any of our tankers or dry bulk carriers at a time when vessel prices have fallen, the sale may be at less than the vessel's carrying amount on our financial statements, with the result that we shall incur a loss and a reduction in earnings.

The international tanker industry has experienced historically high charter rates and vessel values in the recent past and there can be no assurance that these historically high charter rates and vessel values will be sustained

Charter rates in the tanker industry recently have been near historically high levels. We anticipate that future demand for our vessels, and in turn our future charter rates, will be dependent upon continued economic growth in the world's economy as well as seasonal and regional changes in demand and changes in the capacity of the world's fleet. We believe that these charter rates are the result of continued economic growth in the world economy that exceeds growth in global vessel capacity. There can be no assurance that economic growth will not stagnate or decline leading to a decrease in vessel values and charter rates. A decline in charter rates could have a material adverse effect on our business, financial condition, results of operation and ability to pay dividends.

Our operating results from our fleet are subject to seasonal fluctuations, which may adversely affect our operating results

Our fleet consists of dry bulk carriers and product tankers. We operate our vessels in markets that have historically exhibited seasonal variations in demand and, as a result, in charter rates. This seasonality may result in quarter-to-quarter volatility in our operating results. The dry bulk sector is typically stronger in the fall and winter months in anticipation of increased consumption of coal and other raw materials in the northern hemisphere during the winter months. As a result, we expect our dry bulk revenues to be weaker during the fiscal quarters ended June 30 and September 30, and, conversely, we

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expect our revenues to be stronger in fiscal quarters ended December 31 and March 31. The tanker sector is typically stronger in the fall and winter months in anticipation of increased consumption of oil and petroleum products in the northern hemisphere during the winter months. As a result, our revenues from our tankers may be weaker during the fiscal quarters ended June 30 and September 30, and, conversely, revenues may be stronger in fiscal quarters ended December 31 and March 31. This seasonality could materially affect our operating results and cash available for dividends in the future.

World events could adversely affect our results of operations and financial condition

Terrorist attacks such as the attacks on the United States on September 11, 2001, the bombings in Spain on March 11, 2004 and in London on July 7, 2005 and the continuing response of the United States to these attacks, as well as the threat of future terrorist attacks in the United States or elsewhere, continue to cause uncertainty in the world financial markets and may affect our business, operating results and financial condition. The continuing conflict in Iraq may lead to additional acts of terrorism and armed conflict around the world, which may contribute to further economic instability in the global financial markets. These uncertainties could also adversely affect our ability to obtain any additional financing or, if we are able to obtain additional financing, to do so on terms favorable to us. In the past, political conflicts have also resulted in attacks on vessels, mining of waterways and other efforts to disrupt international shipping, particularly in the Arabian Gulf region. Acts of terrorism and piracy have also affected vessels trading in regions such as the South China Sea. Any of these occurrences could have a material adverse impact on our business, financial condition, results of operations and ability to pay dividends.

If we violate environmental laws or regulations, the resulting liability may significantly and adversely affect our earnings and financial condition

The shipping industry in general, our business and the operation of our tankers in particular, are affected by a variety of governmental regulations in the form of numerous international conventions, national, state and local laws and national and international regulations in force in the jurisdictions in which such tankers operate, as well as in the country or countries in which such tankers are registered. These regulations include:

- o the United States Oil Pollution Act of 1990, or OPA, which imposes strict liability for the discharge of oil into the 200-mile United States exclusive economic zone, the obligation to obtain certificates of financial responsibility for vessels trading in United States waters and the requirement that newly constructed tankers that trade in United States waters be constructed with double-hulls;
- o the International Convention on Civil Liability for Oil Pollution Damage of 1969 entered into by many countries (other than the United States) relating to strict liability for pollution damage caused by the discharge of oil;
- o the International Maritime Organization, or IMO, International Convention for the Prevention of Pollution from Ships with respect to strict technical and operational requirements for tankers;
- o the IMO International Convention for the Safety of Life at Sea of 1974, or SOLAS, with respect to crew and passenger safety;
- o the International Convention on Load Lines of 1966 with respect to the safeguarding of life and property through limitations on load

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capability for vessels on international voyages; and

- o the United States Marine Transportation Security Act of 2002.

More stringent maritime safety rules are being imposed worldwide as a result of the oil spill in November 2002 relating to the loss of the m.t. Prestige, a 26-year old single-hull tanker owned by a company not affiliated with us. Additional laws and regulations may also be adopted that could limit our ability to do business or increase the cost of our doing business and that could have a material adverse effect on our operations. In addition, we are required by various governmental and quasi-governmental agencies to obtain certain permits, licenses and certificates with respect to our operations. In the event of war or national emergency, our tankers may be subject to requisition by the government of the flag flown by the tanker without any guarantee of compensation for lost profits. We believe our tankers are maintained in good condition in compliance with present regulatory requirements, are operated in compliance with applicable safety/environmental laws and regulations and are insured against usual risks for such amounts as our management deems appropriate. The tankers' operating certificates and licenses are renewed periodically during each tanker's required annual survey. However, government regulation of tankers, particularly in the areas of safety and environmental impact may change in the future and require us to incur significant capital expenditures on our ships to keep them in compliance.

Compliance with safety and other vessel requirements imposed by classification societies may be very costly and may adversely affect our business

The hull and machinery of every commercial vessel must be classed by a classification society authorized by its country of registry. The classification society certifies that a vessel is safe and seaworthy in accordance with the applicable rules and regulations of the country of registry of the vessel and the Safety of Life at Sea Convention. Our vessels are currently enrolled with the American Bureau of Shipping, Lloyd's Register of Shipping or Det Norske Veritas, each of which is a member of the International Association of Classification Societies.

A vessel must undergo annual surveys, intermediate surveys and special surveys. In lieu of a special survey, a vessel's machinery may be placed on a continuous survey cycle, under which the machinery would be surveyed periodically over a five-year period. Our vessels are on special survey cycles for hull inspection and continuous survey cycles for machinery inspection. Every vessel is also required to be dry docked every two to three years for inspection of the underwater parts of such vessel.

If any vessel does not maintain its class and/or fails any annual survey, intermediate survey or special survey, the vessel will be unable to trade between ports and will be unemployable, which would negatively impact our revenues.

Increased inspection procedures and tighter import and export controls could increase costs and disrupt our business

International shipping is subject to various security and customs inspections and related procedures in countries of origin and destination. Inspection procedures can result in the seizure of contents of our vessels, delays in the loading, offloading or delivery and the levying of customs, duties, fines and other penalties against us.

It is possible that changes to inspection procedures could impose additional financial and legal obligations on us. Furthermore, changes to inspection procedures could also impose additional costs and obligations on our

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customers and may, in certain cases, render the shipment of certain types of cargo impractical. Any such changes or developments may have a material adverse effect on our business, financial condition, results of operations and our ability to pay dividends.

### Company Specific Risk Factors

Servicing our debt limits funds available for other purposes and if we cannot service our debt, we may lose some or all of our vessels

We must dedicate a large part of our cash flow to paying principal and interest on our indebtedness. These payments limit funds available for working capital, capital expenditures and other purposes. Our debt level also makes us vulnerable to economic downturns and adverse developments in our business. If we expand our fleet, we will need to take on additional debt, which would increase our ratio of debt to equity. Our inability to service debt could also lead to acceleration of our debt and the foreclosure of all or a portion of our fleet.

Certain of our loan agreements contain restrictive covenants, which may limit our liquidity and corporate activities and prevent proper service of debt, which could result in the loss of our vessels.

Some loan agreements impose operating and financial restrictions upon us. These restrictions may limit our ability to:

- o engage in mergers or acquisitions;
- o change the management of our vessels or terminate or materially amend the management agreement relating to each vessel; and

We may need permission from our lenders in order for us to engage in some corporate actions. Our lenders' interests may be different from ours and we cannot guarantee that we will be able to obtain our lenders' permission when needed. This may prevent us from taking actions that are in our best interest.

Our earnings may be adversely affected if we do not successfully employ our vessels on time charters, in pools or take advantage of the current spot market

We employ the majority of our vessels on spot voyage charters or short term time charters. Our operating results will therefore depend on the prevailing charter rates in a given time period. Charter rates are based in part on supply and demand and are extremely competitive. Significant fluctuations in charter rates will result in significant fluctuations in the utilization of our vessels and our profitability. Although we charter out some of our vessels on long term time charters when we want to lock in favorable charter rates and generate predictable revenue streams, our vessels that are committed to time charters may not be available for spot voyages during an upswing in the shipping industry, when spot voyages might be more profitable. We are impacted by any increase or decrease in market rates. If rates were to decrease significantly, we may not utilize our fleet fully and our earnings could be adversely impacted.

We may be unable to attract and retain key management personnel and other employees in the bulk and tanker industries, which may negatively affect the effectiveness of our management and our results of operations

Our management personnel make key decisions to maximize our revenue and earnings in this highly volatile and cyclical industry. Our success will depend, in part, on our ability to hire and retain key members of our management team. The loss of any of these individuals could adversely affect our business prospects and financial condition. Difficulty in hiring and retaining qualified personnel could adversely affect our results of operations. We do not maintain

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"key man" life insurance on any of our officers.

Our vessels may suffer damage and we may face unexpected dry-dock repairs that could affect our cash flow and financial condition

If our owned vessels suffer damage, they may need to be repaired at a dry-docking facility or other type of ship repair facility. The costs of dry-dock repairs are unpredictable and can be substantial. We may have to pay dry-docking costs that are not covered by our insurance, which would decrease earnings. Repairs may involve long periods of inactivity, which may have a negative effect on earnings and our ability to service our debt.

Purchasing and operating previously owned, or secondhand, vessels may result in increased operating costs and vessels off-hire, which could adversely affect our earnings

We own both vessels constructed for us directly by builders and previously owned, or secondhand, vessels purchased from other owners. While we inspect secondhand vessels prior to purchase, this does not normally provide us with the same knowledge about their condition and cost of any required (or anticipated) repairs that we would have had if these vessels had been built for and operated exclusively by us. Generally, we do not receive the benefit of warranties from the builders if we buy vessels older than one year.

In general, the costs to maintain a vessel in good operating condition increase with the age of the vessel. As of December 31, 2006, our fleet of owned vessels included two tankers more than 10 years of age. Older vessels are typically less fuel efficient than more recently constructed vessels due to improvements in engine and hull technology. After vessels reach 15 years of age, the majority of charterers and oil companies may impose restrictions on vessels that make it more difficult to trade the vessels with optimal flexibility. In addition, these older vessels must meet certain hull thickness tests. Furthermore, cargo insurance rates increase for vessels over 15 years of age, making them less desirable to charterers. We, however, consider a useful lifetime of 25 years to be the best estimate of the economic lifetime of a vessel.

Governmental regulations, safety or other equipment standards related to the age of a vessel may require expenditures for alterations, or the addition of new equipment, to our vessels and may restrict the type of activities in which the vessels may engage. We cannot assure you that, as our vessels age, market conditions will justify such expenditures or enable us to operate them profitably for the remainder of their useful life.

Risks involved with operating ocean-going vessels could affect our business and reputation, which would adversely affect our revenues

The operation of an ocean-going vessel carries inherent risks. These risks include the possibility of:

- o marine disaster;
- o piracy;
- o environmental accidents;
- o cargo and property losses or damage; and
- o business interruptions caused by mechanical failure, human error, war, terrorism, piracy, political action in various countries, labor strikes, or adverse weather conditions.

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Any of these circumstances or events could increase our costs or lower our revenues. The involvement of one or more of our vessels in an oil spill or other environmental disaster may harm our reputation as a safe and reliable vessel operator which would adversely affect our revenues.

Rising fuel prices may adversely affect our profits

Fuel is a significant, if not the largest, operating expense for many of our shipping operations when our vessels are not under period charter. The price and supply of fuel is unpredictable and fluctuates based on events outside our control, including geopolitical developments, supply and demand for oil and gas, actions by OPEC and other oil and gas producers, war and unrest in oil producing countries and regions, regional production patterns and environmental concerns. As a result, an increase in the price of fuel may adversely affect our profitability. Further, fuel may become much more expensive in future, which may reduce the profitability and competitiveness of our business versus other forms of transportation, such as truck or rail.

We may not have adequate insurance to compensate us if one of our vessels is involved in an accident

We procure insurance for our fleet against those risks that we believe the shipping industry commonly insures against. These insurances include hull and machinery insurance, protection and indemnity insurance, including environmental damage and pollution insurance coverage, and war risk insurance. We carry insurance against loss of hire as well. We can give no assurance that we are adequately insured against all risks. We may not be able to obtain adequate insurance coverage at reasonable rates for our fleet in the future. The insurers may not pay particular claims. Our insurance policies contain deductibles for which we will be responsible, limitations and exclusions, which although we believe are standard in the shipping industry, may nevertheless increase our costs or lower our revenue.

Maritime claimants could arrest our vessels, which could interrupt our cash flow

Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against that vessel for unsatisfied debts, claims or damages. In many jurisdictions a maritime lien holder may enforce its lien by arresting a vessel and commencing foreclosure proceedings. The arrest or attachment of one or more of our vessels could interrupt our cash flow and require us to pay a substantial sum of money to have the arrest lifted.

In addition, in some jurisdictions, such as South Africa, under the "sister ship" theory of liability, a claimant may arrest both the vessel which is subject to the claimant's maritime lien and any "associated" vessel, which is any vessel owned or controlled by the same owner. Claimants could try to assert "sister ship" liability against one vessel in our fleet for claims relating to another of our vessels.

Governments could requisition one or more of our vessels during a period of war or emergency, resulting in loss of earnings

A government could requisition for title or seize our vessels. Requisition for title occurs when a government takes control of a vessel and becomes her owner. Also, a government could requisition one or more of our vessels for hire. Requisition for hire occurs when a government takes control of a vessel and effectively becomes her charterer at dictated charter rates. Generally, requisitions occur during a period of war or emergency. Government requisition of one or more of our vessels could negatively impact our revenues.



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Our operations expose us to global risks that may interfere with the operation of our vessels

We are an international company and conduct our operations globally. Changing economic, political and governmental conditions in the countries where we are engaged in business or where our vessels are registered affect us. In the past, political conflicts, particularly in the Arabian Gulf, resulted in attacks on vessels, mining of waterways and other efforts to disrupt shipping in the area. Acts of terrorism and piracy have also affected vessels trading in regions such as the South China Sea and West Africa. Terrorist attacks such as the attacks on the United States on September 11, 2001 and the United States' continuing response to these attacks, as well as the threat of future terrorist attacks, continues to cause uncertainty in the world commercial markets, including the energy markets. The recent conflict in Iraq may lead to additional acts of terrorism, armed conflict and civil disturbance around the world, which may contribute to further, instability, including in the oil markets. The likelihood of acts of terrorism in the Middle East region and Southeast Asia may increase as shown by the attempted attacks on the Basra Oil Terminal in April 2004 and the attacks on employees of Exxon in Yanbu, Saudi Arabia in early May 2004, and our vessels trading in those areas may face a higher risk of being attacked. Future hostilities or other political instability in regions where our vessels trade could affect our trade patterns and adversely affect our operations and performance.

An economic slowdown in the Asia Pacific region could have a material adverse effect on our business, financial position and results of operations

A significant number of the port calls made by our vessels involves, or will involve, the loading or discharging of raw materials in ports in the Asia Pacific region. As a result, a negative change in economic conditions in any Asia Pacific country, but particularly in China, may have an adverse effect on our business, financial position and results of operations, as well as our future prospects. In recent years, China has been one of the world's fastest growing economies in terms of gross domestic product, which has had a significant impact on shipping demand. We cannot assure you that such growth will be sustained or that the Chinese economy will not experience negative growth in the future. Moreover, any slowdown in the economies of the United States, the European Union or certain Asian countries may adversely affect economic growth in China and elsewhere. Our business, financial position, results of operations, ability to pay dividends as well as our future prospects, will likely be materially and adversely affected by an economic downturn in any of these countries.

Because we generate nearly all of our revenues in U.S. dollars, but incur some of our expenses in Danish Kroner and other currencies, exchange rate fluctuations could hurt our results of operations

In 2006, we generated nearly all of our revenues in U.S. dollars but incurred approximately 85% of our expenses in U.S. dollars and approximately 13% was incurred in Danish Kroner. A change in exchange rates could lead to fluctuations in our reported net income.

Interest rate fluctuations may significantly affect our loan payments, which could adversely affect our financial condition

As of December 31, 2006, 91% of our loans bore interest at floating rates. Increases in prevailing rates could increase the amounts that we would have to pay to our lenders. As of December 31, 2006, we had entered into interest swap agreements expiring between 2007 and 2010 for approximately 60% of the then outstanding principal amounts of our loans that may mitigate some of our exposure to the risk of rising interest rates. However, increases in interest

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rates will increase our payments under loans not covered by caps of the interest rates of our loans and swap agreements and may negatively affect our earnings and cash flow.

Because we are a non-U.S. corporation, you may not have the same rights that a creditor of a U.S. corporation may have

Our investors may have more difficulty in protecting their interests in the face of actions by the management, directors or controlling stockholders than would stockholders of a corporation incorporated in a United States jurisdiction. In addition, the executive officers and administrative activities and assets of the Company are located outside the United States. As a result, it may be more difficult for investors to effect service of process within the United States upon the Company, or to enforce both in the United States and outside the United States judgments against the Company in any action, including actions predicated upon the civil liability provisions of the federal securities laws of the United States.

It may be difficult to serve process on or enforce a United States judgment against our officers, our directors and us

We are a Danish company and our executive offices are located outside of the United States. Our officers and directors and some of the experts named in this annual report reside outside of the United States. In addition, substantially all of our assets and the assets of our officers, directors and experts are located outside of the United States. As a result, you may have difficulty serving legal process within the United States upon us or any of these persons or enforcing any judgments obtained in U.S. courts to the extent assets located in the United States are insufficient to satisfy the judgments. In addition, there is uncertainty as to whether the courts of Denmark would (1) enforce judgments of United States courts obtained against us or our officers and directors predicated on the civil liability provisions of the United States federal or state securities laws, or (2) entertain original actions brought in Danish courts against us or our officers and directors predicated on United States federal or state securities laws. As a result, it may be difficult for you to enforce judgments obtained in United States courts against our directors, officers and non-U.S. experts.

There may be no active public market for you to resell our ADSs

The price of our ADSs may be volatile, and may fluctuate due to factors such as:

- o actual or anticipated fluctuations in our financial results;
- o mergers and strategic alliances in the shipping industry;
- o market conditions in the industry;
- o changes in government regulation;
- o fluctuations in our quarterly revenues and earnings and those of our publicly held competitors;
- o shortfalls in our operating results from levels forecast by securities analysts;
- o announcements concerning us or our competitors; and
- o the general state of the securities market.

Historically, the shipping industry has been highly unpredictable and

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volatile. The market for ADSs in the shipping industry may be equally volatile. The Copenhagen Stock Exchange is smaller and less liquid than the major securities exchanges or markets in the United States. The trading volume of our shares on the Copenhagen Stock Exchange has been volatile. It may be hard to predict future trading levels or volatility. Consequently, you may not be able to sell ADSs at the time and at the price you desire.

Holders of ADSs may experience delays in receiving information and materials that holders of our common shares may not

The ADSs are securities that have been issued by a depository with whom we have deposited our common shares. The depository is responsible for distributing notices and voting materials to holders of the ADSs. If there is any delay in such distributions on the part of the depository, you may not receive such dividends or materials concurrently with holders of our common shares in Denmark, and may not receive such materials in time for you to instruct the depository to vote.

You may receive a smaller dividend than what you expected to receive when the dividend was approved

Under Danish law, the board of directors proposes dividends and the shareholders vote whether to accept the proposal or to lower the dividend. We will pay any dividends in Danish Kroner to our depository agent for the ADSs, and our depository agent will convert the amounts into U.S. dollars at the relevant exchange rate and distribute the dividend to you. If the Danish Kroner depreciates against the U.S. dollar before our depository agent distributes the dividend, you may receive a smaller dividend than what you expected to receive at the time the dividend was approved by shareholders.

We may have to pay tax on United States source income, which would reduce our earnings

Under the United States Internal Revenue Code of 1986, or the Code, 50% of the gross shipping income of a vessel owning or chartering corporation, such as ourselves and our subsidiaries, that is attributable to transportation that begins or ends, but that does not begin and end, in the United States is characterized as United States source shipping income and such income is subject to a 4% United States federal income tax without allowance for deduction, unless that corporation qualifies for exemption from tax under Section 883 of the Code or under the terms of a tax-treaty with the United States.

We expect that our Danish subsidiaries will qualify for tax exemption under the tax treaty between the United States and Denmark. However, our non-Danish subsidiaries may not qualify for exemption under Section 883 for the 2006 taxable year unless we are able to obtain certain certifications from our shareholders. As of the date of this filing, we have not been able to obtain these certifications, although we intend to continue to our efforts. If we are unable to obtain these certifications, our non-Danish subsidiaries would be subject to United States federal income tax on our United States source income derived during our 2006 taxable year. We can give no assurances on our tax-exempt status or that of any of our subsidiaries.

If we or our subsidiaries are not entitled to this exemption under Section 883 for any taxable year, we or our subsidiaries would be subject for those years to a 4% United States federal income tax on our U.S. source shipping income. The imposition of this taxation could have a negative effect on our business.

U.S. tax authorities could treat us as a "passive foreign investment company," which could have adverse U.S. federal income tax consequences to U.S. holders

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A foreign corporation will be treated as a "passive foreign investment company," or PFIC, for U.S. federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of certain types of "passive income" or (2) at least 50% of the average value of the corporation's assets produce or are held for the production of those types of "passive income." For purposes of these tests, "passive income" includes dividends, interest, and gains from the sale or exchange of investment property and rents and royalties other than rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business. For purposes of these tests, income derived from the performance of services does not constitute "passive income." U.S. shareholders of a PFIC are subject to a disadvantageous U.S. federal income tax regime with respect to the income derived by the PFIC, the distributions they receive from the PFIC and the gain, if any, they derive from the sale or other disposition of their shares in the PFIC.

Based on our proposed method of operation, we do not believe that we will be a PFIC with respect to any taxable year. In this regard, we intend to treat the gross income we derive or are deemed to derive from our time chartering activities as services income, rather than rental income. Accordingly, we believe that our income from our time chartering activities does not constitute "passive income," and the assets that we own and operate in connection with the production of that income do not constitute passive assets.

There is, however, no direct legal authority under the PFIC rules addressing our proposed method of operation. Accordingly, no assurance can be given that the U.S. Internal Revenue Service, or IRS, or a court of law will accept our position, and there is a risk that the IRS or a court of law could determine that we are a PFIC. Moreover, no assurance can be given that we would not constitute a PFIC for any future taxable year if there were to be changes in the nature and extent of our operations.

If the IRS were to find that we are or have been a PFIC for any taxable year, our U.S. shareholders will face adverse U.S. tax consequences. Under the PFIC rules, unless those shareholders make an election available under the Code (which election could itself have adverse consequences for such shareholders, as discussed below under "Tax Considerations--U.S. Federal Income Taxation of U.S. Holders"), such shareholders would be liable to pay U.S. federal income tax at the then prevailing income tax rates on ordinary income plus interest upon excess distributions and upon any gain from the disposition of our common stock, as if the excess distribution or gain had been recognized ratably over the shareholder's holding period of our common stock. See "Tax Considerations--U.S. Federal Income Taxation of U.S. Holders" for a more comprehensive discussion of the U.S. federal income tax consequences to U.S. shareholders if we are treated as a PFIC.

### ITEM 4. INFORMATION ON THE COMPANY

#### A. History and Development of the Company

We are Aktieselskabet Dampskibsselskabet Torm, or TORM, a Danish shipping company founded in 1889 under the Danish Companies Act that is engaged primarily in the ownership and operation of product tankers and bulk carriers. We have also provided liner and offshore marine service vessels, but ceased these services in September 2002 and December 2003, respectively. Our product tankers primarily carry refined products such as naphtha, gasoline, gas oil, jet fuel, and diesel oil. Our dry bulk vessels carry commodities such as coal, iron ore and grain. Our vessels trade worldwide. Our registered office and principal place of business is at Tuborg Havnevej 18, DK-2900 Hellerup, Denmark. Our telephone number is +45 39179200. All the financial information presented in Item 4 is in accordance with IFRS.

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We provide transportation services by utilizing a fleet of vessels that we own, charter in on short and long term time charters, or commercially manage as the manager of a pool or through contracts with third party owners. We charter in tankers and bulk vessels as are needed by the pools we manage.

Our primary capital expenditures are in connection with the acquisitions of vessels. For the past several years, we have been acquiring new vessels and disposing of older vessels in our fleet to ensure compliance with the safety requirements of the International Maritime Organization, or the IMO. During the period 2004 to 2006, we have entered into contracts to purchase 35 additional vessels under construction, or newbuildings, and secondhand vessels, for a total cost of approximately USD 1.4 billion and have sold 10.5 vessels for aggregate proceeds of approximately USD 274 million. As of April 30, 2007, we have taken delivery of 19.5 vessels under this investment program and expect to take delivery of the remaining 15.5 vessels, between 2007 and 2010, representing a total outstanding investment of approximately USD 538 million.

### B. Business Overview

#### The Fleet

As of December 31, 2006, our fleet of owned vessels consisted of 31 product tankers and five dry bulk carriers. The total tonnage of those vessels is approximately 2,348,145 dwt. In addition, we chartered nine product tankers and nine drybulk carriers and commercially managed approximately 46 vessels for third party owners and charterers.

For an overview of our fleet please refer to Item 4D and for details of our investment activities please refer to Item 5A.

Our product tanker division is primarily engaged in the transportation of refined oil products such as gasoline, jet fuel, naphtha and gas oil. We own and operate three sizes of product carriers and secondarily a small part of the tanker division is engaged in the transportation of crude oil. The largest vessels are Aframax tankers of approximately 100,000 to 105,000 dwt, that primarily transport naphtha between the Arabian Gulf and Japan and other East Asiatic countries. The other two sizes of product tankers, Panamax, which are tankers of approximately 80,000 to 85,000 dwt, and Handymax, which are tankers of approximately 40,000 to 50,000 dwt, operate in the above mentioned areas and in the U.S., Africa, Europe and the Caribbean.

Our dry bulk vessels transport products such as grain, coal and iron ore. We operate dry bulk vessels of the Panamax size only. The Panamax dry bulk vessels, which range between 60,000 and 80,000 dwt, carry iron ore and coal as well as commodities such as grain, bauxite and fertilizer.

In 1997, we diversified into the operation of anchor-handling tug/supply vessels and other similar offshore craft that service oil rigs but ceased this activity in December 2003.

Each of our vessel categories generates gross profits (net earnings from shipping activities) by operating owned and chartered in vessels. Gross profits (net earnings from shipping activities) generated by the Liner service is included in the item "Profit before tax from discontinued operations" in the Income Statement. Over the last three financial years the contribution to net earnings from shipping activities per division has been as follows:

Division	2004	2005	2006
-----	-----	-----	-----
Product Tankers	56%	67%	84%
Dry Bulk Vessels	44%	33%	16%

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Please refer to Item 5A for a description of revenue and gross profit per division.

### Product Tanker Pooling Arrangements

We employ all of our owned and chartered product tankers in three pooling arrangements, the LR2 Pool, the LR1 Pool and the MR Pool, along with vessels from several other shipping companies. The manager of each pool has the responsibility for the commercial management of the participating vessels, including the marketing, chartering, operation and bunker (fuel oil) purchase of the vessels. Each pool is administered by a pool board, which is comprised of representatives of each pool participant. The pool boards set the pools' policies and issue directives to the pool managers. The pool participants remain responsible for all other costs including the financing, insurance, manning and technical management of their vessels. The earnings of all of the vessels are aggregated and divided according to the relative performance capabilities of the vessel and the actual earning days each vessel is available. Please refer to Note 1 to our consolidated financial statements contained herein for further details relating to the treatment of income from pools.

#### The LR2 Pool

As of December 31, 2006, the LR2 Pool was comprised of 24 Aframax tankers that are all double-hull and mainly trade clean petroleum products. We formed LR2 Management A/S, a Danish corporation, to serve as the commercial manager of the LR2 Pool. During 2004, the role of commercial manager was transferred to a limited partnership: LR 2 Management K/S. LR2 Management A/S, which was renamed Long Range 2 A/S, is the general partner of the partnership. We own 50% of all issued and outstanding voting stock of Long Range 2 A/S and a 50% interest in LR 2 Management K/S. Maersk Tankers, one of the pool participants, also owns a 50% interest in both entities. The other participants in this pool are Primorsk Shipping Corporation, Reederei "Nord" Klaus E. Oldendorff Ltd. and Rederi AB Gotland. Eight of our owned and chartered vessels participated in this pool. We have also contracted to add our 5 newbuildings and another newbuilding in which we have a 50% interest to the pool between 2007 and 2009 when the vessels are delivered from the shipbuilding yard. The LR2 pool has also time chartered in one vessel, the charter of which is expected to end in February 2008. If a participant wants to sell one of its vessels in the pool, it must give notice to the pool board two months in advance of such sale, and six months notice is required for a participant to withdraw all of its vessels from the pool. No such notice has been given from any partner from January 1, 2006 to April 30, 2007.

#### The LR1 Pool

As of December 31, 2006, the LR1 Pool consisted of 36 Panamax tankers, and we serve as the sole manager of the pool. The other participants in this pool are Difko, Marininvest Shipping AB, Waterfront Shipping AS, Mitsui OSK Lines Ltd., Reederei "Nord" Klaus E. Oldendorff Ltd., Great Basic Limited, Great Global (Asia) Limited, Prime Marine Corporation Inc. and Rederiaktiebolaget Gotland. As of December 31, 2006, fourteen of our owned and chartered vessels participated in this pool, and we had contracted to add one newbuilding vessel and another newbuilding in which we have a 50% interest to the pool in 2007 when the vessels are delivered from the shipbuilding yard. If a participant wants to sell one of its vessels or withdraw all of them from the pool, it must give three months advance notice to the pool board. No such notice has been given from any partner from January 1, 2006 to April 30, 2007.

#### The MR Pool

The MR Pool is a pooling arrangement we have entered into with Prisco Singapore Pte Ltd., Sanmar Shipping and Rederiaktiebolaget Gotland for the

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pooling of 22 Handymax product tankers as of December 31, 2006. We serve as the sole manager of the MR Pool. As of December 31, 2006, 16 of our vessels participated in this pool. If a participant wants to sell one of its vessels in the pool, it must give notice to the pool board three months in advance of such sale, and six months notice is required for a participant to withdraw all of its vessels from the pool. No such notice has been given from any partner from January 1, 2006 to April 30, 2007.

### Dry Bulk Vessel operation

We operate Panamaxsize vessels in our Bulk Division. We operate our Panamax vessels ourselves while our Handysize vessels were operated through our participation in the IHC Pool. Similar to the pooling arrangement for our product tankers, the earnings from the Handysize vessels were aggregated and divided according to the relative performance capabilities of the vessel and the actual earning days per vessel. The pool is administered by a pool board, which is comprised of representatives of each pool participant. The pool board sets the pools' policies and issues directives to the pool manager. The pool participants remain responsible for the financing, insurance, manning and technical management of their individually owned vessels.

### Handysize Pool

We established a pool called the International Handybulk Carriers, or IHC Pool, on October 1, 2001, together with Pacific Basin Shipping Investments Limited and Wah Kwong Shipping Holdings Limited. The IHC Pool was comprised of approximately 50 vessels as at December 31, 2005. Pacific Basin serves as commercial manager for the pool. In April 2006 we sold our two remaining vessels in the pool and will no longer participate in the IHC Pool.

### Our investment in Dampskibsselskabet Norden A/S ("NORDEN")

In the summer of 2002, TORM acquired a share holding in NORDEN and subsequently launched a public offer on the Copenhagen Stock Exchange for the remainder of NORDEN's shares. After the offer, TORM owned 727,803 shares representing 33% - excluding NORDEN's own shares - acquired at a price of DKK 361 per share for a total investment of DKK 263 million. In 2005 and 2006 we acquired a small portion of additional shares. As of December 31, 2006, we were NORDEN's single largest shareholder with 34.7% of NORDEN's outstanding shares, excluding own shares.

NORDEN, founded in 1871, is a Danish based shipping company listed on the Copenhagen Stock Exchange. NORDEN's focus is on tankers and bulk carriers. As of December 31, 2006, NORDEN operated approximately 153 vessels through a mix of owned and chartered tonnage.

Despite the fact that the goal of acquiring NORDEN - to create one shipping company combining TORM's tanker activities with NORDEN's strength in bulk markets - was not realized, we nonetheless retained the shareholding in NORDEN. This was done not only with the aim of making a merger possible in the longer term, but also in view of the investment potential.

Torm has disposed the shareholding in NORDEN at 31 March 2007. The shares were sold through a book-building offer at a total price of DKK 3,940 million (USD 704 million). TORM's gain on the investment in Norden was DKK 3,599 million (USD 643 million), while the total return of the investment incl. dividends has been DKK 4,079 million (USD 725 million). The appreciation in the value of the investment since December 31, 2006 is DKK 354 million (USD 71 million).

### The Industry - Tankers

The international product tanker industry provides seaborne transportation

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of refined petroleum products for the oil market. According to industry sources (Marsoft), tankers transported refined oil products corresponding to approximately 711 million tons annually in the fourth quarter of 2006 showing a 2.8 decrease as compared to fourth quarter 2005. For 2006 as a whole, industry sources estimate that products trade decreased by 3%. Ton-miles, which illustrates the total demand for capacity, is expected to increase by 4.6% in 2007 vs. 5.0% in 2006 (source: Fearnleys). However, it should be noted that the calculation of this figure is subject to considerable uncertainty. The two main types of operators that provide transportation services in the tanker market are:

- o major oil companies; and
- o independent ship owners.

They provide transportation services for end users such as:

- o oil companies;
- o oil traders;
- o petrochemical companies;
- o government agencies; and
- o power plants.

According to industry sources (Clarkson), the world tanker fleet above 10,000 dwt consists of approximately 4,278 vessels totaling 364 million dwt or 6.9% higher as of January 1, 2007 as compared to the year before. Oil companies own, or control through long-term time charters, approximately one third of the current world tanker capacity. Independent ship owners own or control the other two thirds. Oil companies use their fleets not only to transport their own oil products, but also to compete with the independent ship owners to transport oil products for others.

We believe the quality of tanker vessels and operations has improved over the past several years, as charterers and regulators increasingly focus on safety and protection of the environment. National authorities and international conventions have historically regulated the oil transportation industry. Since 1990, the emphasis on environmental protection has increased. Legislation, regulations and regulatory organizations such as the OPA, the IMO, protocols and classification society procedures demand higher-quality tanker construction, maintenance, repair and operations. Charterers of all types, including oil companies, terminal operators, shippers and receivers are becoming increasingly selective in their acceptance of tankers and are inspecting and vetting both vessels and companies on a periodic basis. As these changes have imposed costs and potential liabilities on tanker owners and operators, they have also raised barriers to entry and favored ship owners with quality fleets and operations. Limitations imposed by port states and the IMO on trading of older single-hull vessels should accelerate the commercial obsolescence of older, poor-quality tankers.

The industry identifies tankers as either product tankers or crude oil tankers on the basis of various factors including technical specifications and trading histories. Crude oil tankers carry crude oil and so-called "dirty" products such as fuel oils. Product tankers carry refined petroleum products such as gasoline, jet fuel, kerosene, naphtha and gas oil, which are often referred to as "clean" products.

Product tankers are tankers that typically have cargo handling systems that are designed to transport several different refined products



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simultaneously, such as gasoline, jet fuel, kerosene, naphtha and heating oil, from refineries to the ultimate consumer. Product tankers generally have coated cargo tanks that make it easier to clean the tanks between voyages involving different cargoes. This coating also protects the steel in the tanks from corrosive cargoes. Product tankers generally range in size from 10,000 dwt to 110,000 dwt.

Although product tankers are designed to carry dirty as well as clean products, they generally do not switch between clean and dirty cargoes. A vessel carrying dirty cargo must undergo a cleaning process prior to loading clean cargo and many charterers want to eliminate any risk of contamination. In addition, specified design, outfitting and technical factors tend to make some vessels better suited to handling the physical properties of distinct cargoes.

Our vessels primarily transport clean products. Our product tankers are all double-hull and range in size from 44,000 dwt to 105,000 dwt. They compete with tankers of similar size and quality. The rates that we are able to obtain for our vessels are subject to the supply and demand dynamics described below.

### Supply and Demand for Tankers

The supply of, and demand for, tanker capacity strongly influences tanker charter rates and vessel values for all tankers. Supply and demand has historically caused fluctuations in tanker charter rates and secondhand values.

Demand for oil tankers is related to the demand for oil and oil products and the distance between points of production and points of consumption. Demand for refined petroleum products is, in turn, affected by, among other things:

- o general economic conditions, which include increases and decreases in industrial production and transportation;
- o oil prices;
- o environmental issues or concerns;
- o climate;
- o competition from alternative energy sources; and
- o regulatory environment.

The supply of tanker capacity is a function of the number of tankers delivered to the fleet relative to the number of tankers permanently taken from service when they become technically or economically obsolete. Currently, it takes approximately 36 to 48 months from the time a building contract is entered into before a newbuilding is delivered. The average age of tankers removed from service currently ranges between 21 and 25 years. Other factors affecting the supply of tankers include:

- o the number of combined carriers, or vessels capable of carrying oil or dry bulk cargoes, carrying oil cargoes;
- o the number of newbuildings on order and being delivered;
- o the number of tankers in lay-up, which refers to vessels that are in storage, dry-docked, awaiting repairs or otherwise not available or out of commission; and
- o the number of tankers scrapped for obsolescence or subject to casualties;

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- o prevailing and expected future charter hire rates;
- o costs of bunkers, fuel oil, and other operating costs;
- o the efficiency and age of the world tanker fleet;
- o current shipyard capacity; and
- o government and industry regulation of maritime transportation practices, particularly environmental protection laws and regulations.

Environmental laws and regulations are imposing requirements on vessels when they reach 25 years of age that reduce the amount of cargo they can carry or require that the vessel be configured in a different way. These requirements tend to impose costs on those older vessels and make operating them less economical.

### The Industry - Dry Bulk Fleet

#### Overview

The dry bulk carrier industry is highly fragmented with many owners and operators of vessels, including proprietary owners who are large shippers of dry bulk cargo, state-controlled shipping companies and independent operators.

Dry bulk cargo consists of the major bulk commodities, which are coal, iron ore and grain and the minor bulk commodities which include steel products, forest products, agricultural products, bauxite and alumina, phosphates, petcoke, cement, sugar, salt, minerals, scrap metal and pig iron. Dry bulk carriers are generally single deck ships, which transport unpacked cargo, which is poured, tipped or placed through hatchways into the hold of the ships.

Historically, charter rates for dry bulk carriers have been influenced by the demand for, and the supply of, vessel tonnage. The demand for vessel tonnage is largely a function of the level of worldwide economic activity and the distance between major trade areas. Supply is primarily driven by the size of the existing worldwide dry bulk carrier fleet, scrapping and newbuilding activity. Charter rates and vessel values are determined in a highly competitive global market and have been characterized by fluctuations since the mid-1980s.

#### Vessel Types

Vessels utilized in the carriage of major bulk cargoes are generally classified into three categories, based on carrying capacity:

- o Handysize dry bulk carriers (20,000 to 30,000 dwt). Unlike most larger dry bulk carriers, Handysize dry bulk carriers are equipped with cargo gear such as cranes. This type of vessel is well suited for transporting both major and minor bulk commodities to ports around the world that may have draft restrictions or are not equipped with gear for loading or discharging of cargo.
- o Panamax dry bulk carriers (60,000 to 80,000 dwt). Panamax dry bulk carriers are designed with the maximum width, length and draft that will allow them to transit fully laden through the Panama Canal. Panamax vessels are primarily used in the transport of major bulks such as grain and coal, along with some minor bulks like phosphate, petcoke and salt.
- o Capesize dry bulk carriers (100,000 dwt or above). Capesize

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dry bulk carriers primarily transit from the Atlantic to the Pacific Ocean via Cape Horn or the Cape of Good Hope, hence their name. Capesize vessels are typically used for long voyages in the coal and iron ore trades.

In addition to the three standard vessel types, the world bulk carrier fleet also includes combination carriers. These vessels are typically large, capable of carrying either crude oil or dry bulk cargoes and compete with both Capesize and Panamax bulk carriers. The role of combination carriers has been decreasing since 1990 because such vessels, which were not built primarily for the dry cargo market but rather for the oil tanker market, have come to be considered less desirable by charterers of oil tankers, since their oil carrying capacity may be limited and they are not strictly specialized for the carriage of oil.

Set forth below are some of the characteristics of the principal cargoes carried by dry bulk carriers.

- o Coal. The two categories comprising this segment are steam (or thermal) coal, which is used by power utilities, and coking (or metallurgical) coal, which is used by steelmakers. Steam coal is primarily transported from Australia, South Africa and the United States to Europe and Japan. Coking coal is primarily transported from Australia, the United States and Canada to Europe and Japan.
- o Iron Ore. Iron ore is primarily transported from Brazil and Australia to China, Europe and Japan. The majority of iron ore shipments is carried by Capesize dry bulk carriers.
- o Grain. The grain trade includes wheat, wheat flour, coarse grains (corn and barley), soybeans and soybean meal. Although the annual volume of the grain trade is subject to political factors and weather conditions, shipments have remained relatively stable over the past five years. Grain is primarily transported from the United States, Canada, Europe, Australia and Argentina to the Far East, Latin America and Africa. Handymax and Panamax vessels carry approximately 90% of the international seaborne bulktrade while Capesize vessels transport the remainder.

Our dry bulk vessels transport cargoes such as grain, coal and iron ore. We operate Panamax dry bulk vessels only. The rates that we can achieve for our vessels depend on the supply and demand dynamics described below.

### Demand for Dry Bulk Vessels

Due to the variety of cargo carried by dry bulk carriers, demand for such vessels is dependent on a number of factors, including world and regional economic and political conditions, developments in international trade, changes in seaborne and other transportation patterns, weather patterns, crop yields, armed conflicts, port congestion, canal closures and other diversions of trade. Generally, since larger ships carry fewer types of cargoes, demand for larger vessels is affected by trade patterns in a small number of commodities. Demand for smaller vessels is more diversified and is determined by trade in a larger number of commodities. As a result, charter rates for smaller dry bulk carriers, such as Handysize dry bulk carriers, have tended to be relatively more stable than charter rates for larger dry bulk carriers.

### Supply of Dry Bulk Carriers

The size of the world's dry bulk carrier fleet changes as a result of

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newbuildings and scrapping or loss of vessels. The general trend in the development of the bulk market has always been closely linked to the state of the world economy. The economic downturn in Asia in the late 1990's led to sharp falls in cargo volumes, and therefore rates, whereas the subsequent recovery has likewise acted to boost the sector with rates recovering to above those prevailing prior to the crisis. In the period 2003 to 2006 the dry bulk market reached historically high levels and the charter rates, although volatile, have remained relatively high compared to the historical averages due, among other, to a strong demand from China for iron ore, coupled with a relatively low level of newbuilding deliveries and a relatively low global newbuilding order book in the bulk market. The level of expected newbuildings in the dry bulk sector in the forthcoming years remains at a relatively low level due to the preference by the major shipyards for building container and tanker vessels that in recent years have been more profitable to the shipyards.

### Chartering of the Fleet

Vessels can be chartered by customers in a variety of ways.

The spot market provides the most frequent source of employment for our vessels. In the spot market, the charterer hires the vessel to carry cargo on a specific voyage. The owner provides the crew and bears all vessel operating costs and voyage costs, including fuel and port costs.

A charterer and owner can also enter into a time charter for a vessel. Time charters involve a charterer hiring a vessel for a fixed period, which may range from a short number of days to several years. Typical time charters are for periods of between six to 36 months. In a time charter, the owner bears operating costs, while the charterer is responsible for the voyage costs, including bunker costs.

A demise charter, also referred to as a bareboat charter, involves the chartering of a vessel for a fixed period of time. However, unlike a time charter, a bareboat charter requires the user to pay for all operating expenses, maintenance of the vessel and voyage costs.

All of our tanker vessels operate in pools. Within each pool, a vessel may be time chartered out by the pool manager, but the charterhire is divided among all of the vessels in the pool and therefore does not provide us with the steady income normally associated with time charters. Each pool manager will determine the number of vessels to be time chartered depending on charterhire rates and pool board strategy. Vessels in our pools that are not time chartered generally trade in the spot market. However, the pools do enter into contracts of affreightment, which provide a guaranteed fixed income over a period of time.

### Management of the Fleet

We provide the operations, chartering, technical support, shipyard supervision, insurance and financing management services necessary to support our fleet. Our chartering staff, as well as our fleet's management personnel, is mainly located in our head office in Copenhagen and at our office in Singapore. Our staff makes recommendations to our senior management regarding the chartering of our vessels, as well as identifying when opportunities arise to buy or sell a vessel. We also have offices in Manila, Tokyo and have recently started an office in Kristiansand in Norway, but all decisions relating to the vessels we manage are made or approved in our offices in Copenhagen and Singapore.

### Seasonality

The demand for product tankers and bulk carriers has historically fluctuated depending on the time of year. Demand for product tankers is

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influenced by many factors, including general economic conditions, but it is primarily related to demand for petroleum products in the areas of greatest consumption. Accordingly, demand for product tankers generally rises during the winter months and falls during the summer months in the Northern hemisphere. Demand for bulk carriers is not as volatile as that for tankers, but demand does generally increase in the spring months in North America as demand for grain increases and generally falls back during the winter months. More consistent commodities such as coal, however, provide some stability to the bulk vessel trade. Moreover, these are generalized trading patterns that vary from year to year and there is no guarantee that similar patterns will continue in the future.

### Customers

We have derived, and believe that we will continue to derive, a significant portion of our revenues from a limited number of customers. The majority of our customers are companies that operate in the oil industry. One customer accounted for approximately 16% of our consolidated revenue during 2006 and approximately 12% in 2005. No other customer accounted for more than 10% of our consolidated revenue during 2006 and 2005. The loss of any significant customer or a substantial decline in the amount of services requested by a significant customer could have a material adverse effect on our business, financial condition and results of operations.

### Environmental and Other Regulation

Government regulation significantly affects the ownership and operation of our vessels. They are subject to international conventions, national, state and local laws and regulations in force in the countries in which our vessels may operate or are registered. We cannot predict the ultimate cost of complying with these requirements, or the impact of these requirements on the resale value or useful lives of our vessels.

Various governmental and quasi-governmental agencies require us to obtain permits, licenses and certificates for the operation of our vessels.

We believe that the heightened level of environmental and quality concerns among insurance underwriters, regulators and charterers is leading to greater inspection and safety requirements on all vessels and may accelerate the scrapping of older vessels throughout the industry. Increasing environmental concerns have created a demand for vessels that conform to the stricter environmental standards. We maintain operating standards for all of our vessels that emphasize operational safety, quality maintenance, continuous training of our officers and crews and compliance with U.S. and international regulations. We believe that the operation of our vessels are in substantial compliance with applicable environmental laws and regulations; however, because such laws and regulations are frequently changed and may impose increasingly stricter requirements, we cannot predict the ultimate cost of complying with these requirements, or the impact of these requirements on the resale value or useful lives of our vessels.

Our vessels are subject to both scheduled and unscheduled inspections by a variety of governmental and private entities, each of which may have unique requirements. These entities include the local port authorities (U.S. Coast Guard, harbor master or equivalent), classification societies, flag state administration (country of registry) and charterers, particularly terminal operators and oil companies. Failure to maintain necessary permits or approvals could require us to incur substantial costs or temporarily suspend operation of one or more of our vessels.

### INTERNATIONAL MARITIME ORGANIZATION

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The International Maritime Organization, or IMO (the United Nations agency for maritime safety), has adopted the International Convention for the Prevention of Marine Pollution from Ships, 1973, as modified by the Protocol of 1978 relating thereto, which has been updated through various amendments, or the MARPOL Convention. The MARPOL Convention relates to environmental standards including oil leakage or spilling, garbage management, as well as the handling and disposal of noxious liquids, harmful substances in packaged forms, sewage and air emissions. These regulations, which have been implemented in many jurisdictions in which our vessels operate, provide, in part, that:

- o 25-year old tankers must be of double-hull construction or of a mid-deck design with double-sided construction, unless:
  - (1) they have wing tanks or double-bottom spaces not used for the carriage of oil which cover at least 30% of the length of the cargo tank section of the hull or bottom; or
  - (2) they are capable of hydrostatically balanced loading (loading less cargo into a tanker so that in the event of a breach of the hull, water flows into the tanker, displacing oil upwards instead of into the sea);
- o 30-year old tankers must be of double-hull construction or mid-deck design with double-sided construction; and
- o all tankers will be subject to enhanced inspections.

Also, under IMO regulations, a tanker must be of double-hull construction or a mid-deck design with double-sided construction or be of another approved design ensuring the same level of protection against oil pollution if the tanker:

- o is the subject of a contract for a major conversion or original construction on or after July 6, 1993;
- o commences a major conversion or has its keel laid on or after January 6, 1994; or
- o completes a major conversion or is a newbuilding delivered on or after July 6, 1996.

Our vessels are also subject to regulatory requirements, including the phase-out of single-hull tankers, imposed by the IMO. Effective September 2002, the IMO accelerated its existing timetable for the phase-out of single-hull oil tankers. At that time, these regulations required the phase-out of most single-hull oil tankers by 2015 or earlier, depending on the age of the tanker and whether it has segregated ballast tanks.

Under the regulations, the flag state may allow for some newer single hull ships registered in its country that conform to certain technical specifications to continue operating until the 25th anniversary of their delivery. Any port state, however, may deny entry of those single hull tankers that are allowed to operate until their 25th anniversary to ports or offshore terminals. These regulations have been adopted by over 150 nations, including many of the jurisdictions in which our tankers operate.

As a result of the oil spill in November 2002 relating to the loss of the MT Prestige, which was owned by a company not affiliated with us, in December 2003, the Marine Environmental Protection Committee of the IMO, or MEPC, adopted an amendment to the MARPOL Convention, which became effective in April 2005. The amendment revised an existing regulation 13G accelerating the phase-out of single hull oil tankers and adopted a new regulation 13H on the prevention of

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oil pollution from oil tankers when carrying heavy grade oil. Under the revised regulation, single hull oil tankers must be phased out no later than April 5, 2005 or the anniversary of the date of delivery of the ship on the date or in the year specified in the following table:

### Category of Oil Tankers

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Category 1 oil tankers of 20,000 dwt and above carrying crude oil, fuel oil, heavy diesel oil or lubricating oil as cargo, and of 30,000 dwt and above carrying other oils, which do not comply with the requirements for protectively located segregated ballast tanks

Category 2 - oil tankers of 20,000 dwt and above carrying crude oil, fuel oil, heavy diesel oil or lubricating oil as cargo, and of 30,000 dwt and above carrying other oils, which do comply with the protectively located segregated ballast tank requirements

and

Category 3 - oil tankers of 5,000 dwt and above but less than the tonnage specified for Category 1 and 2 tankers.

### Date or Year

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April 5, 2005 for ships delivered on April 5, 1982 or earlier; or 2005 for ships delivered after April 5, 1982

April 5, 2005 for ships delivered on April 5, 1977 or earlier  
2005 for ships delivered after April 5, 1977 but before January 1, 1978  
2006 for ships delivered in 1978 and 1979  
2007 for ships delivered in 1980 and 1981  
2008 for ships delivered in 1982  
2009 for ships delivered in 1983  
2010 for ships delivered in 1984 or later

Under the revised regulations, the flag state may allow for some newer single hull oil tankers registered in its country that conform to certain technical specifications to continue operating until the earlier of the anniversary of the date of delivery of the vessel in 2015 or the 25th anniversary of their delivery. Any port state, however, may deny entry of those single hull oil tankers that are allowed to operate until the earlier of their anniversary date of delivery in 2015 or the year in which the ship reaches 25 years of age after the date of its delivery, whichever is earlier.

The MEPC, in October 2004, adopted a unified interpretation to regulation 13G that clarified the date of delivery for tankers that have been converted. Under the interpretation, where an oil tanker has undergone a major conversion that has resulted in the replacement of the fore-body, including the entire cargo carrying section, the major conversion completion date of the oil tanker shall be deemed to be the date of delivery of the ship, provided that:

- o the oil tanker conversion was completed before July 6, 1996;
- o the conversion included the replacement of the entire cargo section and fore-body and the tanker complies with all the relevant provisions of MARPOL Convention applicable at the date of completion of the major conversion; and
- o the original delivery date of the oil tanker will apply when considering the 15 years of age threshold relating to the first

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technical specifications survey to be completed in accordance with MARPOL Convention.

In December 2003, the MEPC adopted a new regulation 13H on the prevention of oil pollution from oil tankers when carrying heavy grade oil, or HGO, which includes most of the grades of marine fuel. The new regulation bans the carriage of HGO in single hull oil tankers of 5,000 dwt and above after April 5, 2005, and in single hull oil tankers of 600 dwt and above but less than 5,000 dwt, no later than the anniversary of their delivery in 2008.

Under regulation 13H, HGO means any of the following:

- o crude oils having a density at 15(0)C higher than 900 kg/m(3);
- o fuel oils having either a density at 15(0)C higher than 900 kg/m(3) or a kinematic viscosity at 50(0)C higher than 180 mm(2)/s; or
- o bitumen, tar and their emulsions.

Under the regulation 13H, the flag state may allow continued operation of oil tankers of 5,000 dwt and above, carrying crude oil with a density at 15(0)C higher than 900 kg/m(3) but lower than 945 kg/m(3), that conform to certain technical specifications and, in the opinion of the such flag state, the ship is fit to continue such operation, having regard to the size, age, operational area and structural conditions of the ship and provided that the continued operation shall not go beyond the date on which the ship reaches 25 years after the date of its delivery. The flag state may also allow continued operation of a single hull oil tanker of 600 dwt and above but less than 5,000 dwt, carrying HGO as cargo, if, in the opinion of the such flag state, the ship is fit to continue such operation, having regard to the size, age, operational area and structural conditions of the ship, provided that the operation shall not go beyond the date on which the ship reaches 25 years after the date of its delivery.

The flag state may also exempt an oil tanker of 600 dwt and above carrying HGO as cargo if the ship is either engaged in voyages exclusively within an area under its jurisdiction, or is engaged in voyages exclusively within an area under the jurisdiction of another party, provided the party within whose jurisdiction the ship will be operating agrees. The same applies to vessels operating as floating storage units of HGO.

Any port state, however, can deny entry of single hull tankers carrying HGO which have been allowed to continue operation under the exemptions mentioned above, into the ports or offshore terminals under its jurisdiction, or deny ship-to-ship transfer of HGO in areas under its jurisdiction except when this is necessary for the purpose of securing the safety of a ship or saving life at sea.

Revised Annex I to the MARPOL Convention entered into force in January 2007. Revised Annex I incorporates various amendments adopted since the MARPOL Convention entered into force in 1983, including the amendments to regulation 13G (regulation 20 in the revised Annex) and Regulation 13H (regulation 21 in the revised Annex). Revised Annex I also imposes construction requirements for oil tankers delivered on or after January 1, 2010. A further amendment to revised Annex I includes an amendment to the definition of "heavy grade oil" that will broaden the scope of regulation 21.

In September 1997, the IMO adopted Annex VI to the International Convention for the Prevention of Pollution from Ships to address air pollution from ships. Annex VI was ratified in May 2004, and became effective May 19, 2005. Annex VI sets limits on sulfur oxide and nitrogen oxide emissions from ship exhausts and prohibits deliberate emissions of ozone depleting substances, such as chlorofluorocarbons. Annex VI also includes a global cap on the sulfur



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content of fuel oil and allows for special areas to be established with more stringent controls on sulfur emissions. We believe that all our vessels are currently compliant in all material respects with these regulations. Additional or new conventions, laws and regulations may be adopted that could adversely affect our business, cash flows, results of operations and financial condition.

The IMO has also adopted the International Convention for the Safety of Life at Sea, or SOLAS Convention, which imposes a variety of standards to regulate design and operational features of ships. SOLAS Convention standards are revised periodically. We believe that all our vessels are in substantial compliance with SOLAS Convention standards.

The requirements contained in the International Safety Management Code, or ISM Code, promulgated by the IMO, also affect our operations. The ISM Code requires the party with operational control of a vessel to develop an extensive safety management system that includes, among other things, the adoption of a safety and environmental protection policy setting forth instructions and procedures for operating its vessels safely and describing procedures for responding to emergencies. We intend to rely upon the safety management system that we and our third party technical managers have developed.

The ISM Code requires that vessel operators obtain a safety management certificate for each vessel they operate. This certificate evidences compliance by a vessel's management with code requirements for a safety management system. No vessel can obtain a certificate unless its manager has been awarded a document of compliance, issued by each flag state, under the ISM Code. We have obtained documents of compliance for our offices and safety management certificates for all of our vessels for which the certificates are required by the IMO. We are required to renew these documents of compliance and safety management certificates annually.

Noncompliance with the ISM Code and other IMO regulations may subject the shipowner or bareboat charterer to increased liability, may lead to decreases in available insurance coverage for affected vessels and may result in the denial of access to, or detention in, some ports. The U.S. Coast Guard and European Union authorities have indicated that vessels not in compliance with the ISM Code by the applicable deadlines will be prohibited from trading in U.S. and European Union ports, as the case may be.

The IMO has negotiated international conventions that impose liability for oil pollution in international waters and a signatory's territorial waters. Additional or new conventions, laws and regulations may be adopted which could limit our ability to do business and which could have a material adverse effect on our business and results of operations.

Although the United States is not a party to these conventions, many countries have ratified and follow the liability plan adopted by the IMO and set out in the International Convention on Civil Liability for Oil Pollution Damage of 1969. Under this convention and depending on whether the country in which the damage results is a party to the 1992 Protocol to the International Convention on Civil Liability for Oil Pollution Damage, a vessel's registered owner is strictly liable for pollution damage caused in the territorial waters of a contracting state by discharge of persistent oil, subject to certain complete defenses. Under an amendment to the 1992 Protocol that became effective on November 1, 2003, for vessels of 5,000 to 140,000 gross tons (a unit of measurement for the total enclosed spaces within a vessel), liability will be limited to approximately \$6.75 million plus \$944.7 for each additional gross ton over 5,000. For vessels of over 140,000 gross tons, liability will be limited to approximately \$134.4 million. As the convention calculates liability in terms of a basket of currencies, these figures are based on currency exchange rates on January 23, 2007. The right to limit liability is forfeited under the International Convention on Civil Liability for Oil Pollution Damage where the

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spill is caused by the owner's actual fault and under the 1992 Protocol where the spill is caused by the owner's intentional or reckless conduct. Vessels trading to states that are parties to these conventions must provide evidence of insurance covering the liability of the owner. In jurisdictions where the International Convention on Civil Liability for Oil Pollution Damage has not been adopted, various legislative schemes or common law govern, and liability is imposed either on the basis of fault or in a manner similar to that convention. We believe that our P&I insurance will cover the liability under the plan adopted by the IMO.

U.S. Oil Pollution Act of 1990, Comprehensive Environmental Response, Compensation and Liability Act of the Clean Water Act,

OPA established an extensive regulatory and liability regime for environmental protection and cleanup of oil spills. OPA affects all owners and operators whose vessels trade with the United States or its territories or possessions, or whose vessels operate in the waters of the United States, which include the U.S. territorial sea and the 200 nautical mile exclusive economic zone around the United States. The Comprehensive Environmental Response, Compensation and Liability Act, or CERCLA, applies to the discharge of hazardous substances (other than oil) whether on land or at sea. Both OPA and CERCLA impact our operations.

Under OPA, vessel owners, operators and bareboat charterers are "responsible parties" who are jointly, severally and strictly liable (unless the spill results solely from the act or omission of a third party, an act of God or an act of war) for all containment and clean-up costs and other damages arising from oil spills from their vessels. These other damages are defined broadly to include:

- o natural resource damages and related assessment costs;
- o real and personal property damages;
- o net loss of taxes, royalties, rents, profits or earnings capacity;
- o net cost of public services necessitated by a spill response, such as protection from fire, safety or health hazards; and loss of subsistence use of natural resources.

OPA previously limited the liability of responsible parties to the greater of \$1,200 per gross ton or \$10 million per tanker that is over 3,000 gross tons (subject to possible adjustment for inflation). Amendments to OPA signed into law in July 2006 increased these limits on the liability of responsible parties to the greater of \$1,900 per gross ton or \$16 million per double hull tanker that is over 3,000 gross tons. The act specifically permits individual states to impose their own liability regimes with regard to oil pollution incidents occurring within their boundaries, and some states have enacted legislation providing for unlimited liability for discharge of pollutants within their waters. In some cases, states which have enacted this type of legislation have not yet issued implementing regulations defining tanker owners' responsibilities under these laws. CERCLA, which applies to owners and operators of vessels, contains a similar liability regime and provides for cleanup, removal and natural resource damages. Liability under CERCLA is limited to the greater of \$300 per gross ton or \$5 million.

These limits of liability do not apply, however, where the incident is caused by violation of applicable U.S. federal safety, construction or operating regulations, or by the responsible party's gross negligence or willful misconduct. These limits do not apply if the responsible party fails or refuses to report the incident or to cooperate and assist in connection with the

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substance removal activities. OPA and CERCLA each preserve the right to recover damages under existing law, including maritime tort law. We believe that we are in substantial compliance with OPA, CERCLA and all applicable state regulations in the ports where our vessels call.

OPA requires owners and operators of vessels to establish and maintain with the U.S. Coast Guard evidence of financial responsibility sufficient to meet the limit of their potential strict liability under the act. The U.S. Coast Guard has enacted regulations requiring evidence of financial responsibility in the amount of \$1,500 per gross ton for tankers, coupling the OPA limitation on liability of \$1,200 per gross ton with the CERCLA liability limit of \$300 per gross ton. The U.S. Coast Guard has indicated that it expects to adopt regulations requiring evidence of financial responsibility in amounts that reflect the higher limits of liability imposed by the July amendments to OPA, as described above. Under the regulations, evidence of financial responsibility may be demonstrated by insurance, surety bond, self-insurance or guaranty. Under OPA regulations, an owner or operator of more than one tanker is required to demonstrate evidence of financial responsibility for the entire fleet in an amount equal only to the financial responsibility requirement of the tanker having the greatest maximum strict liability under OPA and CERCLA. We have provided such evidence and received certificates of financial responsibility from the U.S. Coast Guard for each of our vessels required to have one.

We insure each of our vessels with pollution liability insurance in the maximum commercially available amount of \$1.0 billion. A catastrophic spill could exceed the insurance coverage available, in which event there could be a material adverse effect on our business.

Under OPA, with certain limited exceptions, all newly-built or converted vessels operating in U.S. waters must be built with double-hulls, and existing vessels that do not comply with the double-hull requirement will be prohibited from trading in U.S. waters over a 20-year period (1995-2015) based on size, age and place of discharge, unless retrofitted with double-hulls. Notwithstanding the prohibition to trade schedule, the act currently permits existing single-hull and double-sided tankers to operate until the year 2015 if their operations within U.S. waters are limited to discharging at the Louisiana Offshore Oil Port or off-loading by lightering within authorized lightering zones more than 60 miles off-shore. Lightering is the process by which vessels at sea off-load their cargo to smaller vessels for ultimate delivery to the discharge port.

Under OPA, with certain limited exceptions, all newly built or converted tankers operating in U.S. waters must be built with double-hulls. Existing vessels that do not comply with the double-hull requirement must be phased out over a 20-year period, from 1995 to 2015, based on size, age and place of discharge, unless retrofitted with double-hulls. Notwithstanding the phase-out period, OPA currently permits existing single-hull tankers to operate until the year 2015 if their operations within U.S. waters are limited to:

- o discharging at the Louisiana Offshore Oil Port, also known as the LOOP; or
- o unloading with the aid of another vessel, a process referred to in the industry as lightering, within authorized lightering zones more than 60 miles off-shore.

Owners or operators of tankers operating in the waters of the United States must file vessel response plans with the U.S. Coast Guard, and their tankers are required to operate in compliance with their U.S. Coast Guard approved plans. These response plans must, among other things:

- o address a "worst case" scenario and identify and ensure, through

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contract or other approved means, the availability of necessary private response resources to respond to a "worst case discharge";

- o describe crew training and drills; and
- o identify a qualified individual with full authority to implement removal actions.

We have obtained vessel response plans approved by the U.S. Coast Guard for our vessels operating in the waters of the United States. In addition, the U.S. Coast Guard has announced it intends to propose similar regulations requiring certain vessels to prepare response plans for the release of hazardous substances.

In addition, the United States Clean Water Act prohibits the discharge of oil or hazardous substances in United States navigable waters and imposes strict liability in the form of penalties for unauthorized discharges. The Clean Water Act also imposes substantial liability for the costs of removal, remediation and damages and complements the remedies available under OPA and CERCLA, discussed above. The United States Environmental Protection Agency, or EPA, has exempted the discharge of ballast water and other substances incidental to the normal operation of vessels in U.S. ports from Clean Water Act permitting requirements. However, on March 31, 2005, a U.S. District Court ruled that the EPA exceeded its authority in creating an exemption for ballast water. On September 18, 2006, the court issued an order invalidating the exemption in EPA's regulations for all discharges incidental to the normal operation of a vessel as of September 30, 2008, and directing the EPA to develop a system for regulating all discharges from vessels by that date. Although the EPA has indicated that it will appeal this decision, if the exemption is repealed, we may be subject to Clean Water Act permit requirements that could include ballast water treatment obligations that could increase the cost of operating in the United States. For example, this could require the installation of equipment on our vessels to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures at potentially substantial cost, and/or otherwise restrict our vessels from entering U.S. waters.

The National Invasive Species Act, or NISA, was enacted in 1996 in response to growing reports of harmful organisms being released into U.S. ports through ballast water taken on by ships in foreign ports. NISA established a ballast water management program for ships entering U.S. waters. Under NISA, mid-ocean ballast water exchange is voluntary, except for ships heading to the Great Lakes, Hudson Bay, or vessels engaged in the foreign export of Alaskan North Slope crude oil. However, NISA's exporting and record-keeping requirements are mandatory for vessels bound for any port in the United States. Although ballast water exchange is the primary means of compliance with the act's guidelines, compliance can also be achieved through the retention of ballast water onboard the ship, or the use of environmentally sound alternative ballast water management methods approved by the U.S. Coast Guard. If the mid-ocean ballast exchange is made mandatory throughout the United States, or if water treatment requirements or options are instituted, the costs of compliance could increase for ocean carriers.

Our operations occasionally generate and require the transportation, treatment and disposal of both hazardous and non-hazardous wastes that are subject to the requirements of the U.S. Resource Conservation and Recovery Act, or RCRA, or comparable state, local or foreign requirements. In addition, from time to time we arrange for the disposal of hazardous waste or hazardous substances at offsite disposal facilities. If such materials are improperly disposed of by third parties, we might still be liable for clean up costs under applicable laws.

Several of our vessels currently carry cargoes to U.S. waters regularly

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and we believe that all of our vessels are suitable to meet OPA and other U.S. environmental requirements and that they would also qualify for trade if chartered to serve U.S. ports.

### European Union Tanker Restrictions

In July 2003, in response to the m.t. Prestige oil spill in November 2002, the European Union adopted regulation that accelerates the IMO single hull tanker phase-out timetable. Under the regulation no oil tanker is allowed to operate under the flag of a EU member state, nor shall any oil tanker, irrespective of its flag, be allowed to enter into ports or offshore terminals under the jurisdiction of a EU member state after the anniversary of the date of delivery of the ship in the year specified in the following table, unless such tanker is a double hull oil tanker:

#### Category of Oil Tankers

Category 1 - oil tankers of 20,000 dwt and above carrying crude oil, fuel oil, heavy diesel oil or lubricating oil as cargo, and of 30,000 dwt and above carrying other oils, which do not comply with the requirements for protectively located segregated ballast tanks

Category 2 - oil tankers of 20,000 dwt and above carrying crude oil, fuel oil, heavy diesel oil or lubricating oil as cargo, and of 30,000 dwt and above carrying other oils, which do comply with the protectively located segregated ballast tank requirements

and

Category 3 - oil tankers of 5,000 dwt and above but less than the tonnage specified for Category 1 and 2 tankers.

#### Date or Year

2003 for ships delivered in 1980 or earlier  
2004 for ships delivered in 1981  
2005 for ships delivered in 1982 or later

2003 for ships delivered in 1975 or earlier  
2004 for ships delivered in 1976  
2005 for ships delivered in 1977  
2006 for ships delivered in 1978 and 1979  
2007 for ships delivered in 1980 and 1981  
2008 for ships delivered in 1982  
2009 for ships delivered in 1983  
2010 for ships delivered in 1984 or later

Furthermore, under the regulation, all oil tankers of 5,000 dwt or less must comply with the double hull requirements no later than the anniversary date of delivery of the ship in the year 2008. The regulation, however, provides that oil tankers operated exclusively in ports and inland navigation may be exempted from the double hull requirement provided that they are duly certified under inland water legislation.

The European Union, following the lead of certain European Union nations such as Italy and Spain, as of October 2003, has also banned all single hull tankers of 600 dwt and above carrying HGO, regardless of flag, from entering or leaving its ports or offshore terminals or anchoring in areas under its jurisdiction. Commencing in 2005, certain single hull tankers above 15 years of age will also be restricted from entering or leaving European Union ports or offshore terminals and anchoring in areas under European Union jurisdiction.

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The European Union is also considering legislation that would: (1) ban manifestly sub-standard vessels (defined as those over 15 years old that have been detained by port authorities at least twice in a six-month period) from European waters and create an obligation of port states to inspect vessels posing a high risk to maritime safety or the marine environment and (2) provide the European Union with greater authority and control over classification societies, including the ability to seek to suspend or revoke the authority of negligent societies. It is impossible to predict what legislation or additional regulations, if any, may be promulgated by the European Union or any other country or authority.

### Vessel Security Regulations

Since the terrorist attacks of September 11, 2001, there have been a variety of initiatives intended to enhance vessel security. On November 25, 2002, the U.S. Maritime Transportation Security Act of 2002, or MTSA, came into effect. To implement certain portions of the MTSA, in July 2003, the U.S. Coast Guard issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States. Similarly, in December 2002, amendments to SOLAS created a new chapter of the convention dealing specifically with maritime security. The new chapter became effective in July 2004 and imposes various detailed security obligations on vessels and port authorities, most of which are contained in the International Ship and Port Facilities Security Code, or the ISPS Code. The ISPS Code is designed to protect ports and international shipping against terrorism. After July 1, 2004, to trade internationally, a vessel must attain an International Ship Security Certificate from a recognized security organization approved by the vessel's flag state. Among the various requirements are:

- o on-board installation of automatic identification systems to provide a means for the automatic transmission of safety-related information from among similarly equipped ships and shore stations, including information on a ship's identity, position, course, speed and navigational status;
- o on-board installation of ship security alert systems, which do not sound on the vessel but only alerts the authorities on shore;
- o the development of vessel security plans;
- o ship identification number to be permanently marked on a vessel's hull;
- o a continuous synopsis record kept onboard showing a vessel's history including, name of the ship and of the state whose flag the ship is entitled to fly, the date on which the ship was registered with that state, the ship's identification number, the port at which the ship is registered and the name of the registered owner(s) and their registered address; and
- o compliance with flag state security certification requirements.

The U.S. Coast Guard regulations, intended to align with international maritime security standards, exempt from MTSA vessel security measures non-U.S. vessels that have on board, as of July 1, 2004, a valid ISSC attesting to the vessel's compliance with SOLAS security requirements and the ISPS Code. We have implemented the various security measures addressed by MTSA, SOLAS and the ISPS Code, and our fleet is in compliance with applicable security requirements.

### Inspection by Classification Societies

Every seagoing vessel must be "classed" by a classification society. The

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classification society certifies that the vessel is "in class," signifying that the vessel has been built and maintained in accordance with the rules of the classification society and complies with applicable rules and regulations of the vessel's country of registry and the international conventions of which that country is a member. In addition, where surveys are required by international conventions and corresponding laws and ordinances of a flag state, the classification society will undertake them on application or by official order, acting on behalf of the authorities concerned.

The classification society also undertakes on request other surveys and checks that are required by regulations and requirements of the flag state. These surveys are subject to agreements made between the vessels' class and the flag state concerned.

For maintenance of the class, regular and extraordinary surveys of hull, machinery, including the electrical plant, and any special equipment classed are required to be performed as follows:

**Annual Surveys:** For seagoing ships, annual surveys are conducted for the hull and the machinery, including the electrical plant, and where applicable for special equipment classed, at intervals of 12 months from the date of commencement of the class period indicated in the certificate.

**Intermediate Surveys:** Extended annual surveys are referred to as intermediate surveys and typically are conducted two and one-half years after commissioning and each class renewal. Intermediate surveys may be carried out on the occasion of the second or third annual survey.

**Class Renewal Surveys:** Class renewal surveys, also known as special surveys, are carried out for the ship's hull, machinery, including the electrical plant, and for any special equipment classed, at the intervals indicated by the character of classification for the hull. At the special survey, the vessel is thoroughly examined, including audio-gauging to determine the thickness of the steel structures. Should the thickness be found to be less than class requirements, the classification society would prescribe steel renewals. The classification society may grant a one-year grace period for completion of the special survey. Substantial amounts of money may have to be spent for steel renewals to pass a special survey if the vessel experiences excessive wear and tear. In lieu of the special survey every four or five years, depending on whether a grace period was granted, a shipowner has the option of arranging with the classification society for the vessel's hull or machinery to be on a continuous survey cycle, in which every part of the vessel would be surveyed within a five-year cycle.

At an owner's application, the surveys required for class renewal may be split according to an agreed schedule to extend over the entire period of class. This process is referred to as continuous class renewal.

All areas subject to survey as defined by the classification society are required to be surveyed at least once per class period, unless shorter intervals between surveys are prescribed elsewhere. The period between two subsequent surveys of each area must not exceed five years.

Most vessels are also dry-docked every 30 to 36 months for inspection of the underwater parts and for repairs related to inspections. If any defects are found, the classification surveyor will issue a condition of class, known as a "recommendation" which must be rectified by the shipowner within prescribed time limits.

Most insurance underwriters make it a condition for insurance coverage that a vessel be certified as "in class" by a classification society, which is a member of the International Association of Classification Societies. All our

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vessels are certified as being "in class" by Lloyd's Register or Det Norske Veritas. All new and secondhand vessels that we purchase must be certified prior to their delivery under our standard contracts and memorandum of agreement. If the vessel is not certified on the date of closing, we have no obligation to take delivery of the vessel.

### Risk of Loss and Liability Insurance

#### General

The operation of any cargo vessel includes risks such as mechanical failure, structural damage to the vessel, collision, personal injuries, property loss, cargo loss or damage and business interruption due to political circumstances in foreign countries, hostilities and labor strikes. In addition, there is always an inherent possibility of marine disaster, including oil spills and other environmental mishaps, and the liabilities arising from owning and operating vessels in international trade. OPA, which imposes virtually unlimited liability upon owners, operators and demise charterers of any vessel trading in the United States exclusive economic zone for certain oil pollution accidents in the United States, has made liability insurance more expensive for ship owners and operators trading in the U.S. market. We carry insurance against loss of hire, which protects against business interruption following a loss under our hull and machinery policy. This policy does not protect us from business interruptions caused by any other losses. While we believe that our present insurance coverage is adequate, not all risks can be insured, and there can be no guarantee that any specific claim will be paid, or that we will always be able to obtain adequate insurance coverage at reasonable rates.

#### Hull and Machinery Insurance

We have obtained marine hull and machinery and war risk insurance, which include damage to a vessel's hull and machinery, collisions and the risk of actual or constructive total loss, for all of our vessels. The vessels are each covered up to at least fair market value. Under regular circumstances, salvage and towing expenses are covered in connection with casualties. We also arranged increased value and freight interests coverage for each vessel. Under this coverage, in the event of total loss or total constructive loss of a vessel, we will be able to recover for amounts not recoverable under the hull and machinery policy.

#### Protection and Indemnity Insurance

Protection and Indemnity insurance is provided by mutual protection and indemnity associations, or P&I Associations, which cover our third party liabilities in connection with our shipping activities including other expenses and claims in connection with injury or death of crew, passengers and other third parties, loss or damage to cargo, damage to other third-party property, pollution arising from oil or other substances, wreck removal and related costs. Protection and indemnity insurance is a form of mutual indemnity insurance, extended by protection and indemnity mutual associations, or "clubs." Subject to the "capping" discussed below, our coverage, except for pollution, is unlimited.

Our current protection and indemnity insurance coverage for pollution is USD 1 billion per vessel per incident. The thirteen P&I Associations that comprise the International Group insure more than 90% of the world's commercial tonnage and have entered into a pooling agreement to reinsure each association's liabilities. Each P&I Association has capped its exposure to this pooling agreement at USD 4.25 billion. As a member of two P&I Associations, which are members of the International Group, we are subject to calls payable to the associations based on its claim records as well as the claim records of all other members of the individual associations, and members of the pool of P&I Associations comprising the International Group.



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### Competition

We operate in markets that are highly competitive and based primarily on supply and demand. We compete for charters on the basis of price, vessel location, size, age and condition of the vessel, as well as on our reputation as an operator. We conclude our time charters and voyage charters in the spot market through the use of brokers, through whom we negotiate the terms of the charters based on market conditions and experience. We compete primarily with owners of tankers in the Handymax, Panamax and Aframax class sizes in our tanker division. Ownership of tankers is highly fragmented and is divided among major oil companies and independent tanker owners. Our bulk vessels also compete with other vessels of the same type and size.

### Legal Proceedings

We are party, as plaintiff or defendant, to a variety of lawsuits for damages arising principally from personal injury and property casualty claims. Most claims are covered by insurance, subject to customary deductibles. We believe that these claims will not, either individually or in the aggregate, have a material adverse effect on us, our financial condition or results of operations. From time to time in the future we may be subject to legal proceedings and claims in the ordinary course of business, principally personal injury, property casualty claims and contract disputes. Those claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources. We have not been involved in any legal proceedings, which may have, or have had a significant effect on our financial position, nor are we aware of any proceedings that are pending or threatened which may have a significant effect on our financial position, results of operations or cash flows.

### C. Organizational Structure

The following table set forth our significant entities as of December 31, 2006.

Entity	Activities
A/S Dampskibsselskabet TORM	This is the parent company. The company owned 26 product tankers and one bulk carrier. This company employs most of the employees providing commercial and technical management for TORM vessels and pool vessels.
Torm Singapore (Pte) Ltd.	100% owned subsidiary. The company owned five product tankers and four bulk carriers. The company also provides some commercial and technical management.
LR2 Management K/S	50% owned limited partnership. Maersk Tankers owns the other 50%. The partnership acts as pool manager for The LR2 pool.
LR1 Management K/S	100% owned limited partnership. The partnership acts as pool manager for the LR1 pool.
MR Management K/S	100% owned limited

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partnership. The partnership acts as pool manager for the MR pool.

TT Shipowning K/S

50% owned limited partnership. Torghatten Trafikkselskap ASA owns the other 50%. The partnership has entered into a newbuilding contract regarding a LR2 vessel under construction.

During 2004, we restructured the activities of the Group with the primary aim of transferring ownership of vessels from single-vessel entities to A/S Dampskibsselskabet TORM and Torm Singapore (Pte) Ltd thereby reducing the number of significant entities.

### D. Property, Plant and Equipment

#### Real Property

We do not own any real property other than one small residential property. We lease office space in Copenhagen and Singapore on contracts expiring in 2014 and 2008, respectively, and we have leased eight apartments in Singapore on contracts expiring up until December 2007. Furthermore, we have entered into various IT-related, office equipment and car rental contracts. The greater part of these contracts typically expires after 0.5-2.5 years. We also have contractual obligations relating to vessels chartered in. Please refer to item 5F for further disclosures relating to our contractual obligations.

#### Fleet

The following table lists our entire fleet of owned vessels as of December 31, 2006:

Product Tankers	Year Built	Dwt	Ownership	Flag (1)
-----	-----	---	-----	-----
TORM Ingeborg	2003	99,999	D/S TORM	NIS
TORM Valborg	2003	99,999	D/S TORM	NIS
TORM Helene	1997	99,999	D/S TORM	DIS
TORM Signe	2005	72,718	Torm Singapore	Singapore
TORM Sofia	2005	72,718	Torm Singapore	Singapore
TORM Estrid	2004	74,999	D/S TORM	DIS
TORM Ismini	2004	74,999	D/S TORM	DIS
TORM Emilie	2004	74,999	D/S TORM	NIS
TORM Sara	2003	72,718	Torm Singapore	Singapore
TORM Helvig	2005	44,990	D/S TORM	DIS
TORM Ragnhild	2005	44,990	D/S TORM	DIS
TORM Freya	2003	45,990	D/S TORM	DIS
TORM Thyra	2003	45,990	D/S TORM	DIS
TORM Camilla	2003	44,990	D/S TORM	DIS
TORM Carina	2003	44,990	D/S TORM	DIS
TORM Mary	2002	45,990	D/S TORM	DIS
TORM Vita	2002	45,940	D/S TORM	DIS
TORM Gertrud	2002	45,940	D/S TORM	DIS
TORM Gerd	2002	45,940	D/S TORM	DIS
TORM Caroline	2002	44,946	D/S TORM	DIS
TORM Cecilie	2001	44,946	D/S TORM	NIS
TORM Clara	2000	45,999	D/S TORM	DIS
TORM Agnete	1999	47,165	Torm Singapore	Mexican
TORM Gunhild	1999	44,999	D/S TORM	DIS
TORM Anne	1999	44,990	Torm Singapore	Singapore

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TORM Gotland	1995	44,999	D/S TORM	NIS
TORM Alice	1995	44,999	D/S TORM	Mexican
TORM Margrethe	2006	109,672	D/S TORM	DIS
TORM Marie	2006	109,672	D/S TORM	DIS
TORM Gudrun	2000	101,122	D/S TORM	NIS
TORM Kristina	1999	105,001	D/S TORM	NIS

Bulk Carriers	Year Built	Dwt	Ownership	Flag (1)
-----	-----	---	-----	-----
TORM Rotna	2001	75,971	Torm Singapore	Singapore
TORM Tina	2001	75,966	Torm Singapore	Singapore
TORM Marta	1997	69,638	D/S TORM	NIS
TORM Baltic	1997	69,614	Torm Singapore	Singapore
TORM Marlene	1997	69,548	Torm Singapore	Singapore

(1) DIS stands for the Danish International Shipping Registry and NIS stands for the Norwegian International Shipping Registry.

Other

We have entered into various IT-related, office equipment and car rental contracts that typically expire after 0.5-2.5 years. We also have contractual obligations relating to vessels chartered in. Please refer to item 5F for further disclosures relating to our contractual obligations.

Please refer to Item 5A and Notes 17 and 19 to our consolidated financial statements for information relating to our contractual obligations and planned investments.

#### ITEM 4A. UNRESOLVED STAFF COMMENTS

None

#### ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

##### A. Operating Results

The financial information included in the discussion below is derived from our consolidated financial statements. Effective January 1, 2005, we adopted International Financial Reporting Standards or IFRS and changed our reporting currency from DKK to USD. We had previously presented our financial statements under Danish GAAP. In accordance with the Securities and Exchange Commission, or the SEC, reporting requirements for first-time application of IFRS, in this report we present the comparative financial information under IFRS only for the fiscal years ended December 31, 2004, 2005 and 2006. IFRS differs in certain respects from United States generally accepted accounting principles, or U.S. GAAP. For a discussion of the primary differences between IFRS and U.S. GAAP and a reconciliation of profit and stockholders' equity to U.S. GAAP, please see Note 28 to our consolidated financial statements.

#### CONSOLIDATED STATEMENTS OF OPERATIONS For The Years Ended December 31, 2004, 2005 and 2006 (IN THOUSANDS OF USD)

	2004	2005	2006
	----	----	----
Revenue	442,600	585,611	603,717
Port expenses, bunkers and commissions	(83,769)	(124,968)	(148,943)
Freight and bunkers derivatives	(9,280)	3,194	620
	-----	-----	-----

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Time charter equivalent earnings	349,551	463,837	455,394
Charter hire	(59,592)	(82,139)	(106,329)
Operating expenses	(49,791)	(66,744)	(77,624)
	-----	-----	-----
Gross profit (Net earnings from shipping activities)	240,168	314,954	271,414
Profit from sale of vessels	0	54,731	54,362
Administrative expenses	(38,637)	(31,176)	(34,594)
Other operating income	13,139	12,570	9,839
Depreciation and impairment losses	(35,181)	(47,894)	(58,915)
	-----	-----	-----
Operating profit	179,489	303,185	242,133
Financial income	42,788	26,004	39,473
Financial expenses	(16,949)	(29,822)	(40,520)
	-----	-----	-----
Profit before tax	205,328	299,367	241,086
Tax expenses	(18,715)	(4)	(6,574)
	-----	-----	-----
Net profit for the year	186,613	299,363	234,512
	-----	-----	-----

### COMPARISON OF THE YEAR ENDED DECEMBER 31, 2006 AND THE YEAR ENDED DECEMBER 31, 2005

Net profit for the year decreased by 22% to USD 235 million in 2006 from USD 299 million in 2005 resulting in earnings per share (EPS) of USD 3.4 in 2006 against USD 4.3 in 2005. Excluding profit on sale of vessels of USD 54 million and the increase in dividend from Dampskibsselskabet Norden A/S of USD 13 million compared to the previous year, the profit before tax for the year was USD 174 million, which is slightly better than expected as reported at the beginning of the financial year.

The lower profit compared to 2005 is primarily due to lower freight rates in the tanker and dry bulk segments and increased expenses and depreciation due to the expansion and renewal of the fleet of owned and chartered vessels.

TORM's total assets increased by USD 279 million in 2006 to USD 2,089 million from USD 1,810 million in 2005. The most significant developments behind this increase are a net increase in the carrying amount of vessels, capitalized dry-docking and prepayments on vessels, including vessels held for sale, of USD 113 million mainly due to fleet renewal, an increase in the carrying amount of the shares in Norden of USD 281 million, and a decrease in cash and cash equivalents of USD 124 million.

The equity increased by USD 376 million in 2006 to USD 1,281 million from USD 905 million in 2005. The equity ratio, as defined in Item 17, increased by 11 percentage points to 61% in 2006 from 50% in 2005. The significant increase in equity is mainly due to the profit for the year and value adjustment of the Company's investment in Norden less dividend paid out. TORM's total liabilities decreased by USD 97 million in 2006 to USD 808 million from USD 905 million in 2005 primarily due to repayment of mortgage debt and bank loans.

#### Net earnings from shipping activities

The table below presents net earnings from shipping activities on segment level for the years ended December 31, 2005 and 2006:

USD million

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	Tankers	Bulk	Not Allocated	Total 2005	Tanker	Bulk	Not Allocated	T
Revenue	418.0	167.6	0.0	585.6	494.0	109.7	0.0	60
Port expenses, bunkers and commissions	(113.3)	(11.7)	0.0	(125.0)	(143.8)	(5.1)	0.0	(14
Freight and bunkers derivatives	3.2	0.0	0.0	3.2	0.6	0.0	0.0	
Time charter equivalent earnings	307.9	155.9	0.0	463.8	350.8	104.6	0.0	45
Charter hire	(44.3)	(37.9)	0.0	(82.2)	(58.5)	(47.8)	0.0	(10
Operating expenses	(51.4)	(15.3)	0.0	(66.7)	(64.6)	(13.1)	0.0	(7
Gross profit/(loss) (Net earnings from shipping activities)	212.2	102.7	0.0	314.9	227.7	43.7	0.0	27

TORM's total revenue in 2006 was USD 604 million as compared to USD 586 million in the previous year. TORM's revenue is derived from two segments: the Tanker Division and the Bulk Division. In the markets in which these divisions operate, the time charter equivalent (TCE) rates, defined as net revenue less voyage expenses (including freight and bunkers derivatives) divided by the number of available earning days (days available for service) are used to compare freight rates. Under time charter contracts the charterer pays for the voyage expenses, whereas the shipowner pays for the voyage expenses under voyage charter contracts. A charterer basically has the choice of entering into either a time charter (which may be a one-trip time charter) or a voyage charter, and TORM is neutral to the charterer's choice, because the Company will base its economic decisions primarily upon the expected TCE rates rather than on expected revenues. The analysis of revenue is therefore primarily based on the development in time charter equivalent earnings. TORM's time charter equivalent earnings in 2006 were USD 455 million compared to USD 464 million in 2005. This modest decrease in the TCE was due to lower freight rates in both segments, the effect of which was almost fully offset by the increase in earning days in the Tanker Division.

Tanker Division

Revenue in the Tanker Division increased by 18% to USD 494 million from USD 418 million in 2005, whereas the time charter equivalent earnings increased by USD 43 million or 14% to USD 351 million in 2006 from USD 308 million in the previous year.

The tanker market started out strongly at the beginning of 2006 with high earnings in January and February in all three business units: LR2, LR1 and MR. An active winter market at the turn of the year combined with increased price hedging ensured a highly satisfactory first quarter performance.

Extraordinary seasonal maintenance of refineries and petrochemical plants meant that rates dropped sharply at the beginning of the second quarter. But by the end of the quarter and the beginning of the third quarter, the fear of seeing a repeat of the previous year's hurricanes in the US resulted in highly satisfactory product tanker earnings. One of the reasons for this was substantial US imports intended to build inventories to be able to withstand any closure of production units and refineries resulting from hurricane damage.

A significant addition of new tonnage was seen during the year, and this had a negative impact on rates. Unlike in 2005, no serious hurricane damage occurred in 2006, and at the end of the third quarter inventories of both refined products and crude oil in the US consequently reached a five-year peak.

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The large inventories combined with unseasonably high temperatures in the major consumer areas during the fourth quarter meant that the freight market did not reach the levels usually seen during this period. Although the US economy has slowed down slightly, demand for refined oil products was unchanged. This fact, coupled with the continued strong demand in China and general stockpiling in the OECD countries, produced satisfactory earnings from the vessels in 2006. The capitalization on short-term differences between prices on oil products occurring in two areas (arbitrage) also helped boost the demand for transport, thus improving earnings.

Japanese naphthalene imports fell by almost 2%, and inventories were reduced by 3% in 2006. Production rose only marginally, by 1%. These figures illustrate that the development of the Japanese naphthalene market is stable, although substantial monthly fluctuations are possible.

A positive factor for the development of rates in 2006 was the increasing consumption of gasoline - particularly in the US, where demand was up by 1% on the previous year. Also, US gasoline imports were up by 12%. During the year, the US introduced new regulations governing the quality of gasoline, which meant that numerous different qualities were introduced, contributing to increasing the inventories.

In 2006, freight rates once again fluctuated greatly from one period to the next, and this volatility is expected to persist. The main geopolitical reasons for this in 2006 were Iran's nuclear program, the war between Lebanon and Israel, the temporary halt to production in Nigeria following sabotage and Venezuela's plans to increase exports to China at the detriment of the US. To top this off, BP was forced to temporarily shut down half of its largest oil field in the US, Prudhoe Bay in Alaska, due to corroded pipelines.

In 2006, the delivery of two newbuildings in the LR2 business area was the primary reason for the increase in the number of available earning days by 412 days or 21% resulting in an increase in earnings of USD 14 million. TORM also took delivery of two vessels, which had previously been chartered in and, thus, did not affect the number of earning days. Freight rates that were on average 16% lower than in the previous year decreased earnings by USD 13 million.

In the LR1 business area, the Company added five vessels to the chartered fleet, and the vessels delivered to the owned fleet during 2005 had full effect in 2006. These were the most important factors behind the increase in the number of available earning days by 1,608 days or 58% from the previous year, resulting in an increase in earnings of USD 52 million. The decrease in average freight rates of 14% reduced earnings by USD 20 million from the previous year.

In the MR business area, the net delivery of five vessels to the fleet during 2005 had full effect in 2006 causing the number of available earning days to increase by 918 days or 16%, which increased earnings by USD 24 million. The average freight rates were 6% lower than in the previous year, which affected earnings negatively by USD 10 million.

The net increase in the time charter equivalent earnings in the Tanker Division can be summarized as illustrated in the table below.

### Earnings for the Tanker division

USD million	MR	LR1	LR2	Un- allocated	Total
Time charter equivalent earnings 2005	146	88	68	6	308
Change in number of earning days	24	52	14	-	90

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Change in freight rates	(10)	(20)	(13)	-	(43)
Other	-	-	-	(4)	(4)
	----	----	----	----	----
Time charter equivalent earnings 2006	160	120	69	2	351

Unallocated earnings comprise fair value adjustment of freight and bunkers derivatives, which are not designated as hedges, and gains and losses on freight and bunkers derivatives, which are not entered for hedge purposes.

The table below summarizes the earnings data per quarter for the Tanker Division.

Earnings data for the Tanker division

USD/Day	2005		2006			2006
	Full year	Q1	Q2	Q3	Q4	
LR2/Aframax vessels						
-----						
Available earning days for: *)						
- Owned vessels	1,090	440	437	550	611	2,038
- Time chartered vessels	899	89	90	92	92	363
TCE per earning days **)	34,019	40,814	21,507	27,282	25,940	28,641
OPEX per earning days ***)	(5,612)	(5,464)	(6,695)	(7,141)	(5,614)	(6,032)

LR1/Panamax vessels

-----						
Available earning days for: *)						
- Owned vessels	1,826	593	576	552	552	2,273
- Time chartered vessels	925	319	484	642	641	2,086
TCE per earning days **)	32,099	32,845	23,530	28,843	25,588	27,497
OPEX per earning days ***)	(5,903)	(5,730)	(5,254)	(6,450)	(5,109)	(5,631)

MR vessels

-----						
Available earning days for: *)						
- Owned vessels	5,581	1,599	1,632	1,642	1,627	6,499
- Time chartered vessels	0	0	0	0	0	0
TCE per earning days **)	26,115	26,614	24,755	25,306	21,861	24,627
OPEX per earning days ***)	(6,708)	(7,199)	(7,320)	(6,660)	(6,197)	(6,834)

\*) Earning days are the total number of days in the period, where the vessels is ready and available to perform a voyage, i.e. is not in dry-dock etc. \*\*) TCE = Time Charter Equivalent Earnings = Gross freight income less port expenses, bunkers and commissions (including freight and bunkers derivatives).

\*\*\*) OPEX = Operating expenses for our owned vessels.

Bulk Division

In the Bulk Division, revenue decreased by 35% to USD 110 million from USD 168 million in the previous year, whereas the time charter equivalent earnings decreased by USD 51 million or 33% to USD 105 million from USD 156 million in 2005. In 2006, the freight rates for bulk carriers were once again highly volatile. Poor weather conditions and logistical problems at the beginning of

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2006 caused difficulties in loading iron ore in Australia. This factor contributed to the relatively poor market toward the end of 2005 extending into the first quarter of 2006.

Freight rates rose from mid-2006 - primarily due to increased demand for iron ore. The growth in demand for coal by the Chinese steel industry and European and Japanese power plants coupled with increasing grain imports to China and India also underpinned freight rates.

There was a relatively large addition of new tonnage to the bulk market in 2006, but the market was able to absorb the additional tonnage.

However, TORM continued to pursue a strategy of high coverage in the bulk segment, primarily through 1-year time charter agreements, and the market development in freight rates during 2006 is therefore not directly reflected in the Company's earnings for 2006.

Freight rates in the Panamax business area were on average 31% lower than in 2005, reducing earnings by USD 44 million. In this business area, the Company sold three vessels but increased the number of earning days by chartering in vessels, so that the net increase in the number of available earning days was 1% or 73 days from the previous year. As a result the time charter equivalent earnings increased by USD 2 million.

In the Handysize business area, the two owned vessels were sold during the second quarter of 2006 and the activities in this business area were discontinued. The timecharter equivalent earnings decreased by USD 9 million to USD 4 million in 2006.

The change in the time charter equivalent earnings in the Bulk Division can be summarized as illustrated in the table below.

### Earnings for the Bulk division

USD million	Handysize	Panamax	Total
Time charter equivalent earnings 2005	13	143	156
Change in number of earning days	(8)	2	(6)
Change in freight rates	(1)	(44)	(45)
	---	---	---
Time charter equivalent earnings 2006	4	101	105

The table below summarizes the earnings data per quarter for the Bulk Division.

### Earnings data for the Bulk division

USD/Day	2005	2006				2006	% C
	Full year	Q1	Q2	Q3	Q4	Full year	2005
Panamax vessels							
-----							
Available earning days for: *)							
- Owned vessels	2,698	716	727	557	499	2,499	
- Time chartered vessels	2,425	630	655	677	735	2,697	
TCE per earning days **)	27,897	20,324	18,343	18,402	20,272	19,325	
OPEX per earning days ***)	(4,676)	(4,572)	(4,576)	(5,662)	(4,020)	(4,859)	
-----							

### Handysize vessels



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Available earning days for: *)						
- Owned vessels	712	179	124	0	0	303
- Time chartered vessels	104					
TCE per earning days **)	16,011	12,479	11,899	-	-	12,249
OPEX per earning days ***)	(3,919)	(4,583)	(4,583)	-	-	(4,583)
-----						

\*) Earning days are the total number of days in the period, where the vessels is ready and available to perform a voyage, i.e. is not in dry-dock etc. \*\*) TCE = Time Charter Equivalent Earnings = Gross freight income less port expenses, bunkers and commissions (including freight and bunkers derivatives). \*\*\*) OPEX = Operating expenses for own vessels.

### Operation of vessels

Vessels chartered in on time charters do not give rise to operating expenses for TORM but only to charter hire payments. As compared to 2005, charter hire in the Tanker Division increased by USD 15 million to USD 59 million in 2006, whereas charter hire paid in the Bulk Division increased by USD 10 million to USD 48 million. The increase in the Tanker Division was primarily caused by a significant increase in the number of vessels chartered in, whereas the development in the Bulk Division was caused by a combination of an increase in the available earning days and higher time charter rates compared to 2005.

The operating expenses for the owned vessels increased by USD 11 million or 16% to USD 78 million in 2006. The most significant factor behind this development was the increase in the number of operating days of 1,364 days or 12%, primarily due to the addition of owned vessels in the LR2 business area. The main reason for the operating expenses not increasing proportionately to the increase in the number of operating days is a decrease in the number of dry-dockings to 100 days during 2006 compared to 277 days in 2005. Days in dry-dock are not included in the number of operating days, whereas the vessels incur operating expenses at similar levels as during operation. The total fleet of owned vessels incurred 43 off-hire days in 2006 corresponding to three per thousand of the number of operating days compared to 31 off-hire days in 2005 corresponding to three per thousand of the number of operating days. The Company considers this a very satisfactory level.

Operating expenses are mainly incurred in USD and DKK. The average DKK/USD exchange rate in 2006 was more or less unchanged from 2005 and did not affect the development in operating expenses significantly.

### Administrative expenses and other operating income

The increase in total administrative expenses from 2005 to 2006 by USD 4 million to USD 35 million was mainly due to increased salary expenses due to the addition of new staff and a general increase in salary levels.

Administrative expenses are primarily incurred in DKK. The average DKK/USD exchange rate in 2006 was more or less unchanged from 2005 and did not affect the development in administrative expenses significantly.

Other operating income primarily comprises chartering commissions received by TORM in connection with the management of the three tanker pools. Other operating income amounted to USD 10 million in 2006 compared to USD 13 million in 2005. The decrease was primarily related to commissions from the tanker pools. The commissions are based on revenues in the pools, and the change is a direct result of a higher decrease in freight rates than the increase in the number of vessels in the pools compared to the previous year.

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### Financial income and expenses

Net financial items in 2006 were USD -1 million compared to USD -4 million in 2005. The most significant reason for the change is the higher dividend from Norden of USD 25 million compared to USD 12 million in 2005 and an increase in net interest expenses of USD 10 million to USD 36 million in 2006 due in part to the increase in net interest bearing debt of USD 30 million during the year to USD 662 million from USD 632 million in 2005 but more importantly due to the significant increase in net interest bearing debt of USD 360 million in 2005 having full effect in 2006.

Please refer to Note 8 to our consolidated financial statements for a breakdown of financial items in the income statement and to Note 13 for an overview of mortgage debt and bank loans.

### Tax

Tax expenses for the year amounted to USD 7 million compared to USD 0 million in 2005. The tax expenses for 2006 comprise current tax for the year of USD 5 million compared to USD 9 million in the previous year, an increase in deferred tax of USD 8 million compared to a decrease of USD 9 million in 2005 and an income of USD 6 million due to an adjustment to the estimated current tax liabilities for the previous years. The deferred tax liability as at December 31, 2006 was USD 63 million compared to USD 55 million in the previous year.

All significant Danish entities in the TORM group entered into the tonnage taxation scheme with effect from 2001 and have filed tax returns for 2001 through to 2005. The Company has filed a complaint regarding the assessments by the tax authorities of the tax returns for the years 2001 to 2004 and the assessment for 2005 has not been completed. The recognized current tax liabilities are therefore to a great extent based on Management's judgement regarding the probable outcome of the complaint and the assessment. TORM paid USD 3 million in corporation tax on account in 2006 regarding these entities.

Please refer to Item 10E and Notes 2 and 10 to our consolidated financial statements for further information.

### Vessels and dry-docking

The increase in tangible fixed assets of USD 157 million to USD 1,324 million in 2006 is attributable to the change in vessels and capitalized dry-docking and in prepayments on vessels. The carrying value of vessels and capitalized dry-docking increased by USD 70 million to USD 1,136 million. The increase relating to vessels amounted to USD 73 million. The addition of new tonnage amounted to a total acquisition cost of USD 168 million resulting from two LR2 tanker newbuildings, two LR2 tankers built in 1999 and 2000 and one LR1 tanker newbuilding. One LR1 tanker built in 2006, three Panamax bulk carriers built in 1990, 1992 and 1993, and two Handysize bulk carriers built in 1997 at a total carrying amount of USD 43 million were sold during the year and depreciation on the vessels amounted to USD 52 million. Prepayments on vessels increased by USD 86 million to USD 183 million due to additional costs relating to vessels under construction of USD 166 million less the above-mentioned newbuilding deliveries of USD 80 million.

Total depreciation amounted to USD 59 million in 2006 as compared to USD 48 million in 2005, an increase of USD 11 million. The increase is due to the expansion and renewal of the fleet during 2005 and 2006.

As at December 31, 2006, TORM's newbuilding programme comprised 17 tanker vessels to be delivered during 2007 to 2011, and the contractual obligations under the program amounted to USD 776 million. In addition, the Company called an option in 2006 to acquire one Panamax bulk carrier on time charter built in

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2004, which will be delivered in the second quarter of 2007. The contractual liability relating to this vessel amounted to USD 19 million as at December 31, 2006.

The market value of the fleet and investment program (5.5 LR2 tanker newbuildings, 1.5 LR1 tanker newbuildings, 10 MR tanker newbuildings and one second-hand Panamax bulk carrier) exceeded the carrying value of the fleet including newbuilding contracts by USD 1,016 million at year-end. This valuation is based on the average of three internationally acknowledged shipbrokers' valuations.

Other investments (Norden)

Other investments mainly comprise the investment in approximately 33% of the shares in Norden - excluding Nordens treasury shares - with a carrying value of USD 633 million as at December 31, 2006 compared to USD 352 million in the previous year.

TORM does not consider Norden as an associated company, as the Company does not have influence on decisions and is not represented on Norden's Board of Directors. The investment in Norden is valued on the basis of the closing price on the Copenhagen Stock Exchange on December 31, 2006 of DKK 4,765.82 per share. To the positive effect from the increase in the share price from DKK 2,958.63 as at December 31, 2005 was added the effect of the change in the DKK/USD exchange rate of USD 66 million.

The Company holds investments in other entities with an aggregate carrying amount of USD 11 million as at December 31, 2006, of which USD 3 million concerns unlisted entities, compared to USD 9 million as at December 31, 2005. The carrying amount of the unlisted shares constitutes the estimated fair value based on available information.

The shareholding in Norden is disposed at March 31, 2007. For further information refer to item 4B.

### COMPARISON OF THE YEAR ENDED DECEMBER 31, 2005 AND THE YEAR ENDED DECEMBER 31, 2004

Net profit for the year increased by 60% to USD 299.0 million in 2005 from USD 187.0 million in 2004 resulting in earnings per share of USD 4.3 in 2005 and USD 2.7 in 2004. The net profit for 2005, which includes a gain on sale of vessels of USD 55.0 million and dividend from Dampskibsselskabet Norden A/S of USD 12.0 million, is considerably higher than expected as reported at the beginning of the year.

The considerably higher profit is primarily due to the net addition of 9.5 vessels to our fleet of owned and long-term chartered vessels. Freight rates in the tanker segment, which during part of 2005 were significantly higher than expected, further contributed to the reported profit.

Our total assets increased by USD 570.0 million in 2005 to USD 1,810 million from USD 1,240 million in 2004. The increase resulted in an increase of USD 517.0 million in the carrying amount of our vessels and vessels under construction, mainly due to fleet expansion, a decrease in the carrying amount of marketable securities of USD 58.0 million and an increase in cash and cash equivalents of USD 91.0 million.

The shareholders' equity increased by USD 190.0 million in 2005 to USD 905.0 million compared to USD 715.0 million in 2004. The solvency ratio, as defined in Item 17, decreased by 8 percentage points to 50% in 2005 from 58% in 2004. The significant increase in shareholders' equity is mainly due to the profit in 2005 less dividend paid out and value adjustment of the Company's

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investment in Norden. Our total liabilities increased by USD 381.0 million to USD 905.0 million in 2005 as compared to USD 524.0 million in 2004 primarily due to increases in mortgage debt and bank loans used to finance a part of the expansion of the fleet.

Net earnings from shipping activities

The table below presents net earnings from shipping activities on segment level for the years ended December 31, 2004 and 2005:

USD million

	Tanker	Bulk allocated	Not allocated	Total 2004	Tanker	Bulk allocated	Not allocated	Total 2005
Revenue	265.0	177.5	0.1	442.6	419.3	167.6	0.0	586.9
Port expenses, bunkers and commissions	(68.8)	(15.0)	0.0	(83.8)	(111.4)	(11.7)	0.0	(123.1)
Freight and bunkers derivatives	(9.3)	0.0	0.0	(9.3)	3.2	0.0	0.0	3.2
Time charter equivalent earnings	186.9	162.5	0.1	349.5	307.9	155.9	0.0	463.8
Charter hire	(13.5)	(46.1)	0.0	(59.6)	(44.3)	(37.9)	0.0	(82.2)
Operating expenses	(39.5)	(11.6)	1.3	(49.8)	(51.4)	(15.3)	0.0	(66.7)
Gross profit/(loss) (Net earnings from shipping activities)	133.9	104.8	1.4	240.1	212.2	102.7	0.0	314.9

Our total revenue in 2005 was USD 587.0 million as compared to USD 433.0 million in the previous year. Our revenue is derived from two segments: the Tanker Division and the Bulk Division. In the markets in which these divisions operate, the time charter equivalent (TCE) rates, defined as net revenue less voyage expenses divided by the number of available earning days (days available for service) is used to compare freight rates. Under time charter contracts the charterer pays for the voyage expenses, whereas the shipowner pays for the voyage expenses under voyage charter contracts. As a consequence, we base our economic decisions primarily upon the expected TCE rates rather than on expected net revenues. The analysis of revenue is therefore based on the development in time charter equivalent earnings. Our time charter equivalent earnings in 2005 were USD 464.0 million as compared to USD 350.0 million in 2004. The addition of tonnage, especially in the LRI and MR tanker business areas, as well as higher rates in the tanker segment during part of the year were the primary reasons for the increase in the TCE.

Tanker Division

Net revenues in the Tanker Division in 2005 increased by 64% to USD 419.0 million from USD 256.0 million in 2004, whereas the TCE earnings increased by USD 121.0 million, or 65%, to USD 308 million in 2005 from USD 187.0 million in the previous year.

The market for the Company's product tankers reached a historical peak in 2005, characterized by high but volatile freight rates with strong earnings primarily during the first and fourth quarters. Because of an unusually high growth in oil consumption towards the end of 2004, the product tanker market had a strong beginning in 2005. During the second quarter of 2005, the product tanker market experienced a normal seasonal decrease. However, the ongoing growth in demand in the U.S. for the import of gasoline and other oil products, especially up to the summer holiday season, resulted in a steady product tanker

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market during mid-year.

Hurricanes Katrina and Rita, which struck the southern U.S. during the third quarter of 2005, had a major and boosting effect on the product tanker market in 2005. 95% of the oil production in the Mexican Gulf was interrupted, and 20% of the local refining capacity was temporarily shut down. The refining capacity in the U.S. was restored to normal output levels during the fourth quarter 2005. Demand for transportation capacity increased further as a result of low inventory levels of refined products in the Western Hemisphere, resulting from high oil prices and limited refining capacity. We believe that these low inventories, combined with lack of refinery capacity often resulted in increased demand for product tankers.

Charter rates were increased towards the end of 2005, reaching historically high levels despite a large number of product tanker newbuildings. According to Fearnleys, 17% of the total product tanker fleet entered the market in 2005 as compared 20% in 2004. Concurrently, according to the Energy Information Administration, oil demand grew by 1.5% in 2005 compared to 3.3% in 2004, and, according to Clarksons, on average freight rates during 2005 were 5.0% higher than in 2004.

In 2005, we achieved freight rates in the LR2 business area that were on average 6% higher than in the previous year. This increased our earnings by USD 4.0 million. The number of available earning days increased by 165 days, or 9% resulting in an increase in earnings of USD 6.0 million.

In the LR1 business area, we took delivery of four vessels and sold 2.5 vessels during 2005. Two of the sold vessels were leased back on five-year time charters. These transactions were the primary reason for the increase in the number of available earning days of 1,326 days in 2005 representing a 93% increase from the previous year and resulting in an increase in our earnings of USD 33.0 million. The 30% increase in average freight rates in 2005 resulted in a USD 21.0 million increase in our earnings.

In the MR business area, the Company took delivery of seven vessels and sold two vessels during 2005. The addition of new tonnage was the main reason for the increase in the number of available earning days of 1,235 days, or 28%, which increased our earnings by USD 26.0 million. The average freight rates were 24% higher in 2005 than in the previous year, which affected earnings positively by USD 30.0 million.

The table below shows the TCE earnings in the Tanker Division.

### Earnings for the Tanker division

USD million	MR	LR1	LR2	Un- allocated
Time charter equivalent earnings 2004	93	35	60	(1)
Change in number of earning days	26	33	6	-
Change in freight rates	30	21	4	-
Other	-	-	-	1
	----	----	----	----
Time charter equivalent earnings 2005	149	89	70	0

The table below summarizes the earnings data per quarter for the Tanker Division.

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Earnings data for the Tanker division

USD/Day	2004	2005				2005
	Full year	Q1	Q2	Q3	Q4	Full year

LR2/Aframax vessels

Available earning days for: \*)

- Owned vessels	1,098	270	271	274	276	1,091
- Time chartered vessels	726	180	171	274	274	899
TCE per earning days **)	33,116	35,715	30,281	28,185	45,917	35,253
OPEX per earning days ***)	(4,754)	(5,526)	(4,849)	(5,899)	(6,157)	(5,612)

LR1/Panamax vessels

Available earning days for: \*)

- Owned vessels	1,425	372	404	499	551	1,826
- Time chartered vessels	0	126	248	276	276	925
TCE per earning days **)	24,912	32,704	26,906	26,509	41,726	32,300
OPEX per earning days ***)	(6,153)	(4,991)	(6,836)	(6,074)	(5,680)	(5,903)

MR vessels

Available earning days for: \*)

- Owned vessels	4,346	1,125	1,270	1,547	1,638	5,581
- Time chartered vessels	0	0	0	0	0	0
TCE per earning days **)	21,381	27,465	26,079	23,499	29,373	26,613
OPEX per earning days ***)	(5,936)	(6,223)	(6,594)	(6,274)	(6,505)	(6,708)

\*) Earning days are the total number of days in the period, where the vessels is ready and available to perform a voyage, i.e. is not in dry-dock etc. \*\*) TCE = Time Charter Equivalent Earnings = Gross freight income less port expenses, bunkers and commissions (including freight and bunkers derivatives).

\*\*\*) OPEX = Operating expenses for our owned vessels.

Bulk Division

In the Bulk Division revenue decreased by 6% to USD 168.0 million in 2005 from USD 178.0 million in the previous year, whereas the time charter equivalent earnings decreased by USD 7.0 million or 4% to USD 156.0 million in 2005 as compared to USD 163.0 million in 2004.

In 2005, freight rates prevailing in the dry bulk segment did were less than freight rates in 2004. The dry bulk market began the year strongly but has been extremely volatile throughout 2005.

At the outset of 2005, a large part of the world bulk fleet was idle in ports, especially in Australia and China, awaiting loading or discharge due to lack of port capacity. This contributed to maintaining high rates in early 2005. From mid 2005, however, port congestion was reduced to more normal levels in most ports.

A lower rate of growth in the import of coal and iron ore primarily by China during the third quarter of 2005, coupled with an increase in newbuilding deliveries and limited scrapping, resulted in a decrease in freight rates as the year progressed. Notwithstanding these trends, however, according to Clarkson, the charter rates ended the year considerably above the historical mean for the period 1990-2005 of 12,644 USD/day.

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Given the rise in freight levels in 2003 and 2004 to historically high, we elected to take advantage of these circumstances by chartering out a substantial part of the dry bulk fleet on longer term time charter, often for periods of about one year. These longer period charters have tended to reduce the risk inherent in a market of such volatility. We have continued to pursue this strategy successfully in 2005, and the Bulk Division's income has not been significantly affected by the market's volatility.

Freight rates in the Panamax business area in 2005 were on average 9% higher than in 2004, increasing our earnings by USD 12.0 million. In this business area, one vessel, which had previously been chartered in, was added to our fleet of owned vessels during 2005. The decrease in the number of available earning days by 506 days from the previous year was due to the net redelivery of tonnage chartered in, and resulted in the decrease of USD 13.0 million in the TCE earnings in this business area.

In the Handysize business area earnings decreased by USD 5.0 million as a consequence of a reduction in available earning days of 23% and a 5% decrease in the average freight rates.

The table below shows the change in the TCE earnings in the Bulk Division.

### Earnings for the Bulk division

USD million	Handysize	Panamax	Un-allocated	Total
Time charter equivalent earnings 2004	18	144	1	163
Change in number of earning days	(4)	(13)	-	(17)
Change in freight rates	(1)	12	-	11
Other	-	-	(1)	(1)
	----	----	----	----
Time charter equivalent earnings 2005	13	143	0	156

The table below summarizes the earnings data per quarter for the Bulk Division.

### Earnings data for the Bulk division

USD/Day	2004	2005				2005	% C
	Full year	Q1	Q2	Q3	Q4	Full year	2004
Panamax vessels							
-----							
Available earning days for: *)							
- Owned vessels	1,853	559	685	736	719	2,698	
- Time chartered vessels	3,776	765	518	504	637	2,425	
TCE per earning days **)	25,534	30,641	30,962	27,523	22,585	27,897	
OPEX per earning days ***)	(5,022)	(4,794)	(4,607)	(4,294)	(5,017)	(4,676)	

### Handysize vessels

-----  
Available earning days for: \*)

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- Owned vessels	732	169	176	184	184	712
- Time chartered vessels	324	30	30	31	13	104
TCE per earning days **)	16,829	18,952	17,645	14,514	13,067	16,011
OPEX per earning days ***)	(3,173)	(2,916)	(3,908)	(3,690)	(5,049)	(3,919)

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\*) Earning days are the total number of days in the period, where the vessels is ready and available to perform a voyage, i.e. is not in dry-dock etc. \*\*) TCE = Time Charter Equivalent Earnings = Gross freight income less port expenses, bunkers and commissions (including freight and bunkers derivatives).

\*\*\*) OPEX = Operating expenses for own vessels.

### Operation of vessels

Vessels chartered in on time charters do not give rise to operating expenses for TORM but only to charter hire payments. As compared to 2004, charter hire in the Tanker Division increased by USD 31.0 million to USD 44.0 million in 2005, whereas charter hire paid in the Bulk Division decreased by USD 8.0 million to USD 38.0 million. The increase in the Tanker Division was primarily caused by the sale and lease back on time charters of two vessels in the LR1 business area in the beginning of 2005.

The operating expenses for the owned vessels increased by USD 17.0 million to USD 67.0 million in 2005. The most significant factor behind this development was the increase in the number of operating days by 1,987 days, or 21%, primarily due to the addition of owned vessels in the LR1, MR and Panamax business areas. The main reasons for the operating expenses not increasing proportionately to the increase in the number of operating days are one-time expenses relating to the preparation of two vessels for sale and a high number of dry-dockings during 2005 totaling 277 days in 2005 as compared to 30 days in 2004. Days in dry-dock are not included in the number of operating days, whereas the vessels incur operating expenses at similar levels as during operation. In addition, the operating expenses for some of the vessels added this year are higher than the average for the fleet as of the beginning of the year. The total fleet of owned vessels incurred 31 off-hire days in 2005 corresponding to three per thousand of the number of operating days compared to 15 off-hire days in 2004 corresponding to two per thousand of the number of operating days. The Company regards this as a very satisfactory level.

Operating expenses are mainly incurred in USD and DKK. The average DKK/USD exchange rate in 2005 was more or less unchanged from 2004 and did not affect the development in operating expenses significantly.

### Administrative expenses and other operating income

Our total administrative expenses decreased from 2004 to 2005 by USD 8.0 million to USD 31.0 million mainly due to lower administrative costs relating to the share options plan, which was partially offset by increased salary expenses due to the addition of new staff and a general increase in salary levels.

Administrative expenses are primarily incurred in DKK. The average DKK/USD exchange rate in 2005 was more or less unchanged from 2004 and did not affect the development in administrative expenses significantly.

Other operating income primarily comprises income from chartering commissions received by TORM in connection with the management of the three tanker pools. Other operating income amounted to USD 13 million in 2005 as in 2004 despite an increase in commissions from the tanker pools, primarily due to one-time income of USD 2.0 million in 2004. These commissions are based on net revenues in the pools, and the change is a direct result of the change in



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freight rates and the number of vessels in the pools compared to the previous year.

### Vessels and dry-docking

The increase in tangible fixed assets of USD 479.0 million to USD 1,167.0 million in 2005 is mainly attributable to the change in vessels and capitalized dry-docking. The carrying value of vessels and capitalized dry-docking increased by USD 419.0 million to USD 1,066.0 million in 2005. The increase relating to vessels amounted to USD 414.0 million. The addition of new tonnage amounted to a total acquisition cost of USD 517.0 million resulting from two LR1 tanker newbuildings and two LR1 tankers built in 2003 and 2004, two MR tanker newbuildings and five MR tankers built in 2000 to 2003 as well as one Panamax bulk vessel built in 2001. Furthermore, in 2005, we have sold two MR tankers built in 1992 and 1994 and 2.5 LR1 tankers built in 1988 and 1990 at a total carrying amount of USD 63.0 million and depreciation on the vessels in our fleet amounted to USD 40.0 million. Prepayment on vessels under construction increased in 2005 by USD 60.0 million to USD 97.0 million due to additional costs relating to vessels under construction of USD 295.0 million less the above-mentioned newbuilding deliveries of USD 191.0 million and the transfer of a vessel under construction to non-current assets held for sale at a carrying amount of USD 44.0 million.

Depreciation amounted to USD 48.0 million in 2005 as compared to USD 35 million in 2004, an increase of USD 13.0 million. The increase is due to the expansion of the fleet during 2005.

As at December 31, 2005, our newbuilding program comprised of 12 tanker vessels to be delivered during 2006 to 2009, and the contractual liabilities under the program amounted to USD 540.0 million. In addition the Company called options in 2005 to acquire two LR2 tankers on time charter built in 1999 and 2000, which were delivered in January 2006. The contractual liability relating to these vessels amounted to USD 94.0 million as of December 31, 2005. In 2005, we also contracted to sell one of our LR1 vessels under construction subsequent to delivery in 2006 bringing the total net investment program to 13 vessels.

The market value of the fleet and investment program (7.5 LR2 tanker newbuildings, 1.5 LR1 tanker newbuildings, two MR tanker newbuildings and two second-hand LR2 tankers) exceeded the carrying value of the fleet including newbuilding contracts by USD 768.0 million as of December 31, 2005. This valuation is based on the average of three internationally acknowledged shipbrokers' valuations.

### Other investments (Norden)

Other investments mainly comprise of our investment in approximately 33% of the shares of Norden with a carrying value of USD 352.0 million as of December 31, 2005 compared to USD 363.0 million as of December 31, 2004.

TORM does not consider Norden as an associated company, as the Company does not have influence on decisions and is not represented on Norden's Board of directors. The investment in Norden is valued on the basis of the closing price on the Copenhagen Stock Exchange on December 31, 2005 of DKK 2,958.63 per share. The positive effect from the increase in the share price from DKK 2,725.52 as of December 31, 2004 was offset by the adverse effect of the change in the DKK/USD exchange rate of USD 49.0 million.

We hold investments in other entities with an aggregate carrying amount of USD 9.0 million as of December 31, 2005, of which USD 2.0 million concerns unlisted entities, compared to USD 5.0 million as of December 31, 2004. The carrying amount of the unlisted shares constitutes the estimated fair value based on available information.

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### Financing

Net financial items in 2005 were negative by USD 4.0 million as compared to a net income of USD 26.0 million in 2004. The most significant reason for the change is the lower dividend from Norden of USD 12.0 million in 2005 as compared to USD 34.0 million in 2004 and an increase in interest expenses of USD 10.0 million to USD 26 million in 2005 primarily due to the increase in net interest bearing debt, as defined in Item 17 below, of USD 360.0 million during the year to USD 632.0 million in 2005 from USD 272.0 million in 2004.

The invested capital, as defined in Item 17, increased by USD 558.0 million to USD 1,176.0 million as of December 31, 2005 from USD 618.0 million in 2004. The increase can primarily be explained by the addition of tonnage and prepayments on newbuildings during 2005. Taking into account the development in net interest bearing debt during 2005, a significant part of the expansion of our Company is financed by cash flow from operations and from sale of vessels.

Shareholders' equity increased by USD 190.0 million to USD 905.0 million in 2005. The considerable growth in shareholders' equity is mainly due to the net profit in 2005 of USD 299.0 million less USD 90 million dividends paid out during the year and value adjustment of the Company's investment in shares in other companies, including Norden, of USD 23.0 million.

### Tax

The tax expense for 2005 comprises current tax for the year of USD 9.0 million, which is unchanged compared to the previous year, less a USD 9.0 million reduction of deferred tax as compared to an increase in deferred tax of USD 8.0 million in 2004. Net tax for 2005 was USD 0.0 million as compared to an expense of USD 19.0 million in 2004. Of the reduction in deferred tax in 2005, USD 4.0 million was a result of a change in the Danish corporation tax rate from 30% to 28%. The deferred tax liability as at December 31, 2005 of USD 55.0 million as compared to USD 73.0 million in the previous year was furthermore affected by a currency exchange gain of USD 10.0 million which is recognized in the income statement under financial items.

All significant Danish entities in our group entered into the tonnage taxation scheme effective from 2001 and have filed tax returns for 2001 through 2004. The assessment of the tax returns by the tax authorities has not yet been completed, and the recognized current tax liabilities are therefore to a great extent based on Management's judgment regarding the outcome of the assessment. TORM paid USD 7.0 million in corporation tax on account in 2005 regarding these entities.

### B. Liquidity and capital resources

The invested capital increased by USD 123 million to USD 1,299 million as at December 31, 2006, from USD 1,176 million as at December 31, 2005 and USD 618 million as at December 31, 2004. The increase can primarily be explained by the addition of tonnage and prepayments on newbuildings during the year.

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. To manage its capital structure and make adjustments to it, in light of changes in economic conditions, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made to the capital management objectives, policies or processes during the years ended December 31, 2004, December 31, 2005 and December 31, 2006.

For maintenance of the capital structure the Board of Directors has

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announced to undertake prior to the end of the current financial year a share buy-back programme of up to 15% of the Company's nominal share capital.

The Company monitors the capital using gearing ratios, primarily the equity ratio, which is equity divided by total assets. The Company's policy is to maintain the equity ratio above 30% both when executing short-term business activities and when considering strategic initiatives and planning long-term investments. As at December 31, 2006, the equity ratio was 61% compared to 50% as at December 31, 2005 and 58% as at December 31, 2004.

Equity increased by USD 376 million in 2006 to USD 1,281 million as at December 31, 2006. The considerable growth in equity is mainly due to the net profit for the year of USD 235 million and value adjustment of the Company's investment in shares in other companies, including Norden, of USD 283 million less dividends paid out during the year of USD 134 million.

The payment of the Company's obligations under loan agreements, along with the payment of charter hire for chartered-in vessels and all other commitments that TORM has entered into, are paid out of the cash generated by the Company. Total cash and cash equivalents amounted to USD 33 million at the end of 2006 vs. USD 157 million at the end of 2005 and USD 66 million at the end of 2004, resulting in a net decrease in cash and cash equivalents for the year of USD 124 million compared to a net increase of USD 91 million in 2005 and a net increase of USD 38 million in 2004. The primary sources of the cash flow were profit from operating activities, additional borrowing and proceeds from the sale of vessels.

The cash flows were primarily used to finance the renewal of the fleet, to repay mortgage debt and bank loans and to pay dividend to shareholders during the year.

The Company's operations generated a cash inflow of USD 233 million in 2006 compared to an inflow of USD 261 million in 2005, which was historically high, and an inflow of USD 228 million in 2004. The Company invested USD 262 million in tangible fixed assets during the 2006, primarily comprising the extension of the fleet, compared to USD 636 million in 2005 and USD 187 million in 2004. The total cash inflow from the sale of vessels was USD 145 million in 2006 compared to USD 178 million in 2005. The Company did not generate any cash flows from the sale of non-current assets in 2004.

The total cash outflow from financing activities amounted to USD 239 million compared to a cash inflow of USD 303 million in 2005 and a cash outflow of USD 3 million in 2004. Additional borrowing generated inflow of USD 162 million for the financing of the newbuilding program and purchase of second-hand vessels, while repayments on mortgage debt and bank loans amounted to USD 256 million. Dividend payments to TORM's shareholders, which in 2006 amounted to USD 134 million, also affected cash flow from financing activities.

As at December 31, 2006, TORM had entered into credit agreements with leading banks with a total commitment of USD 1,514 million, of which USD 698 million was drawn. Of the total borrowings of USD 698 million, USD 634 million was bearing variable interest. The credit agreements are dedicated to the financing of new tonnage and to the ongoing financing of some of the existing vessels.

For all 17 vessels in the newbuilding programme payments corresponding to approximately 23% of the aggregate contract price have been made, and TORM has entered into an agreement for the remaining financing of three of the LR2 product tankers in the newbuilding programme to be delivered during the period from April 2007 to June 2008. The remaining financing for the other vessels has not yet been agreed but will be in place in due time to meet all payment obligations. The total outstanding contractual commitment under the newbuilding

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programme amounted to USD 594 million as at December 31, 2006, which is covered by the existing commitments from our banks.

TORM believes that based on available cash and planned investments, projected operating cash flows and financing capacity the Company has sufficient cash flow to meet the operating requirements, cash flow obligations and other strategic initiatives set by the Company's Board of Directors. TORM also believes that the current fleet structure, based on time charters and owned vessels, provides the Company with the flexibility to react to changes in market conditions reducing the exposure to negative market developments.

For further disclosure and discussion of our contractual obligations please refer to Item 10C and Notes 13 and 17 to the consolidated financial statements.

### FOREIGN CURRENCY EFFECTS

We are exposed to market risk from changes in foreign exchange rates, which can affect results from operations and financial condition. To minimize the risk, we manage our exposure to changes in foreign currency rates through our regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments, primarily cross currency contracts and forward exchange contracts.

Please refer to Item 11 for information regarding our hedging strategy.

### EFFECTS OF INFLATION

Inflation generally affects us by increasing the interest expense of floating rate indebtedness and by increasing the cost of labor, dry-docking costs and other operating expenses. We do not believe inflation has had or will have a material impact on our operations. Inflationary pressures on bunker costs are not expected to have a material effect on our future operations because freight rates for voyage charters are generally sensitive to the price of a ship's fuel. A sharp rise in bunker prices tends to have only a temporary negative effect on results since freights generally adjust after prices settle at a higher level.

C. Research and development, patents and licenses, etc.

Not applicable.

D. Trend information.

### EXPECTATIONS FOR 2007

TORM's financial results primarily depend on developments in freight rate levels and the number of earning days. At April, 30 2007 41% of the remaining earning days in 2007 for product tankers had been covered vs. 25% at the same time in 2006. In the Bulk Division, 94% of the remaining earning days in 2007 had been covered as at April 30, 2007 vs. 61% at the same time in 2006. In 2007, the financial statements will be significantly affected by our acquisition of 50% in OMI. The financial result will also be greatly influenced by our sale of the shares in Norden in March 2007 generating an income before tax of USD 643 million.

The profit before tax forecast for 2007 as at April 30, 2007 is in the region of USD 780-800 million. This forecast is subject to a degree of uncertainty in as much as a number of factors could significantly impact freight rates and consequently the earnings of both the product tankers and the bulk carriers. Furthermore, it is difficult to predict the impact of additional tonnage not yet delivered. TORM does not hold the view that there will be

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greater uncertainty or other exceptional circumstances in 2007 than found previously.

For 2007, it is estimated that the following factors would have the greatest influence on earnings:

- o Worldwide economic growth.
- o Consumption of refined oil products, particularly during the winter months.
- o Chinese imports of commodities, particularly iron ore, coal and grain.
- o Additions and scrapping of vessels.
- o One-off events such as strikes, political instability in the oil-exporting countries, weather conditions, shut-down of refineries, etc.
- o Additional costs due to restructuring as a result of the acquisition of 50% of OMI.

### Tanker Division

In 2007, the tanker market is expected to be positively affected by an increase in the global oil demand and negatively affected by a relatively substantial number of product tanker deliveries.

Energy Information Administration (EIA) expects global oil consumption to increase by approximately 1.8% in 2007, vs. 1.0% in 2006, with China and the US as the largest consumers. The longer transport distances of refined oil products - attributable to the fact that additional refinery capacity is located far from the main consuming countries - will, when combined with growth in consumption, continue to underpin the product tanker market.

Ton-miles, which illustrates the total demand for capacity, is expected to increase by 4.6% in 2007 vs. 5.0% in 2006 (source: Fearnleys). However, it should be noted that the calculation of this figure is subject to considerable uncertainty.

The global product tanker fleet will be affected by a historically large order book of newbuildings due for delivery in 2007. In 2007, the net fleet increase in the three business units operated by TORM is expected to be approximately 16% (source: Fearnleys). The net growth is expected to slow down in the succeeding years and then gradually normalize - not least in light of what is expected to be a relatively substantial phasing out of single-hulled product tankers in the run-up to 2010.

For 2007, it is estimated that the following risk factors will have the greatest influence on the product tanker market:

- o The winter market and thereby stockpiling.
- o The global economic growth and thereby the consumption of refined oil products.

Due to seasonal fluctuations, the first and the fourth quarters are traditionally the strongest as a result of the winter season. With the slack winter market prevailing at the beginning of 2007 and the large net addition of product tankers, TORM expects 2007 to be characterized by a little lower rates overall than in 2006.

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The drop in freight rates will to some extent be offset by the expansion of TORM's fleet, which will result in 28% more earning days in 2007 compared to 2006.

As of April 30, 2007, TORM had covered approximately 41% of the remaining earning days in 2007 at an average rate of USD 24,966/day, which ensures reasonable earnings for the Tanker Division in 2007.

### Bulk Division

The Bulk market has in recent years experienced very firm, but also highly volatile freight rates. TORM expects this to be the case in 2007 as well.

The most important factor in the demand for bulk carriers, and thus for freight rates in 2007, is the development of the global economy, including in particular developments in China. As a result of the expected considerable volatility, TORM continues its practice of hedging a significant part of its exposure by chartering out vessels on one-year contracts.

For 2007, it is estimated that the following risk factors will have the greatest influence on the bulk market:

- o Chinese imports of commodities.
- o The number of waiting days in ports.
- o Reduced global economic growth.

As of April 30, 2007, TORM had covered approximately 94% of the remaining earning days for its Panamax vessels at an average rate of USD 25.150/day, which ensures that the division will achieve satisfactory earnings for 2007.

### E. Off-balance sheet arrangements.

We do not have any off-balance sheet arrangements.

### F. Tabular disclosure of contractual obligations.

We have various contractual obligations and commercial commitments to make future payments including debt agreements, lease obligations and purchase commitments. The following table summarizes our future obligations under these contracts due by period as of December 31, 2006 (in USD million):

USD million	2007	2008	2009	2010	2011	There-after	To
Long-Term Debt (1)	55.9	55.9	68.5	53.5	53.5	407.6	6
Interest payments fixed by interest rate swaps (3)	15.9	9.3	2.4	2.2	1.5	0.0	3
Estimated variable interest payments (4)	18.2	24.2	30.6	27.2	24.2	55.3	17
Chartered-in Vessels (incl. vessels not delivered ) (Operating leases)	129.4	128.0	115.4	103.6	99.4	306.1	88
Newbuilding installments (Purchase Obligations) (2)	191.3	161.3	179.7	62.9	18.0	0.0	61
Other operating leases	2.1	1.9	1.7	1.7	1.8	3.7	1
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Total	412.8	380.6	398.3	251.1	198.4	772.7	2,41
	=====	=====	=====	=====	=====	=====	=====

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- (1) Debt payments could be accelerated upon violation of debt covenants. We are in compliance at December 31, 2006 and we believe the likelihood of a debt covenant violation is remote.
- (2) Debt financing will provide an estimated 70%-80% of the newbuilding installments.
- (3) Actual fixed rates according to interest rate swaps are used for the covered interest payments. Please refer to Item 11 for further information.
- (4) Variable interest payments are estimated based on a 6% floating interest rate, which was our estimate of 6 months LIBOR + a margin as of April 30, 2007.

### CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of consolidated financial statements in conformity with IFRS and accounting principles generally accepted in the United States requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are affected by the way TORM applies its accounting policies. An accounting estimate is considered critical if: the estimate requires Management to make assumptions about matters that were highly uncertain at the time the estimate was made; different estimates reasonably could have been used; or if changes in the estimate that would have a material impact on the Group's financial condition or results of operations are reasonably likely to occur from period to period. Management believes that the accounting estimates employed are appropriate and the resulting balances are reasonable. However, actual results could differ from the original estimates requiring adjustments to these balances in future periods.

Management believes that the following are the significant accounting estimates and judgments used in the preparation of the consolidated financial statements and the reconciliation to US GAAP.

#### Carrying amounts of vessels

The Group evaluates the carrying amounts of the vessels to determine if events have occurred that would require a modification of their carrying amounts. The valuation of vessels is reviewed based on events and changes in circumstances that would indicate that the carrying amount of the assets might not be recovered. In assessing the recoverability of the vessels, the Group reviews certain indicators of potential impairment such as reported sale and purchase prices, market demand and general market conditions. Market valuations from leading, independent and internationally acknowledged shipbroking companies are obtained on a semi-annual basis as part of the review for potential impairment indicator. Under US GAAP, if an indication of impairment is identified, the undiscounted future cash flows are compared to carrying amount of the assets. If these are less than the carrying amount, an impairment loss is recorded based on the difference between the fair value (generally based on discounted future cash flows) and the carrying amount of the vessels. If, under IFRS, an indication of impairment is identified, the need for recognizing an impairment loss is assessed by comparing the carrying amount of the vessels to the higher of the net selling price and the discounted future cash flows.

The review for potential impairment indicators and projection of future undiscounted and discounted cash flows related to the vessels is complex and requires the Group to make various estimates including future freight rates, earnings from the vessels and discount rates. All of these items have been historically volatile.

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The carrying amounts of TORM's vessels may not represent their fair market value at any point in time as market prices of second-hand vessels to a degree tend to fluctuate with changes in charter rates and the cost of newbuildings. However, if the estimated future cash flow or related assumptions in the future experience change, an impairment of vessels may be required.

There were no indicators of impairment noted or impairments of vessels recorded in 2004, 2005 or 2006.

### Tax

All significant Danish entities within the Group entered the Danish tonnage taxation scheme which went into effect on January 1, 2001 and have filed tax returns for 2001 to 2005. The assessment of the tax returns by the tax authorities has not yet been completed for 2003, 2004 and 2005, and we have filed a complaint regarding the assessments for 2001 and 2002. The tax regulations are highly complex, and while the Group aims to ensure the estimates of tax assets and liabilities that it records are accurate, there may be instances where the process of agreeing the tax liabilities with the tax authorities could require adjustments to be made to estimates previously recorded.

It is the Group's assessment that there is material uncertainty as to the estimate of taxes payable as of December 31, 2006 due to the lack of precedents that have interpreted the tonnage tax regulation. The estimate is based on scenario analyses and discussions with the tax authorities, tax advisors and industry organizations, and the uncertainty primarily relates to the division of the activities between income and expenses from shipping related activities, which are taxed under the tonnage tax scheme, and income and expenses from other activities, which are not taxed under the tonnage tax scheme.

### CHANGES IN ACCOUNTING POLICIES

#### IFRS

TORM has implemented the following standards and changes to standards in the annual report for 2006:

IFRS 7 "Financial Instruments: Disclosures". The standard adds certain new disclosures about financial instruments to those currently required by IAS 32, replaces the disclosures now required by IAS 30 and compiles all of those financial instruments disclosures together in a new standard.

Amendment to IAS 1 "Presentation of Financial Statements". The amendment introduces disclosure requirements about the level of capital and how the capital is managed.

In addition, TORM has implemented IFRIC 8 "Scope of IFRS 2 Share-based Payment" and IFRIC 9 "Reassessment of Embedded Derivatives".

The implementation of the above standards, changes to standards and interpretations has not affected TORM's financial statements. However, disclosures have been added due to the implementation.

A new line "Freight and bunkers derivatives" has been added in the income statement. The income statement effect of forward freight agreements, forward bunker contracts and other shipping related derivatives for which hedge accounting is not applied is included in this line. Previously, the effect was included in "Revenue" and "Port expenses, bunkers and commissions" respectively. The volume of trade with freight forward agreements and forward bunker contracts is increasing and in periods of high volatility in freight rates and oil prices the



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change in the value of the contracts for which hedge accounting is not applied may affect the income statement materially. Although all freight and bunker derivatives are regarded as part of the time charter equivalent earnings, it is TORM's view that presenting these contracts separately provides a more relevant presentation of "Revenue" and "Port expenses, bunkers and commissions" for the period. The comparative figures have been reclassified accordingly. Revenue in 2005 is reduced by USD 1.4 million, and port expenses, bunkers and commissions are increased by USD 1.8 million as a result of the change. Revenue in 2004 is increased by USD 9.3 million and port expenses, bunkers and commissions are increased by less than 0.1 million.

Note 17 to the consolidated financial statements includes lease liabilities relating to vessels not yet delivered. Previously, the lease liabilities presented only represented delivered vessels. While there may be uncertainty relating to the delivery of vessels, it is TORM's view that including these liabilities in the note provides a more relevant presentation of the contractual liabilities. The comparative figures have been adjusted accordingly. The lease liabilities in 2005 are increased by USD 228 million as a result of the change. The change has no effect on any financial statement line items and earnings per share in 2005.

### U.S. GAAP

As of January 1, 2006, TORM has implemented the following standards and interpretations:

Statement of Financial Accounting Standards, or SFAS, No. 123 (revised 2004) "Share-based Payment", which is a revision of SFAS 123, "Accounting for Stock-Based Compensation". SFAS 123R supersedes APB opinion No. 25, "Accounting for Stock issued to Employees" and its interpretations, and revises SFAS 123 "Accounting for Stock-Based Compensation". SFAS 123R eliminates the alternative to use APB Opinion 25's intrinsic value method of accounting that was provided in SFAS 123 as originally issued. SFAS 123R requires entities to recognize the cost of employee services received in exchange for awards of equity instruments based on the grant-date fair value of those awards.

SFAS 154 "Accounting Changes and Error Corrections -- a replacement of APB Opinion No. 20 and FASB Statement No. 3". SFAS 154 replaces APB 20, "Accounting Changes", and SFAS 3, "Reporting Accounting Changes in Interim Financial Statements", and amends the requirements for the accounting for and reporting of a change in accounting principle. SFAS 154 establishes retrospective application, unless impracticable, as the required method for reporting a change in accounting principle in the absence of explicit transition requirements specific to the newly adopted accounting principle. SFAS 154 also provides guidance for determining whether retrospective application of a change in accounting principle is impracticable and for reporting a change when retrospective application is impracticable. Under SFAS 154, the correction of an error in previously issued financial statements is not an accounting change, but involves adjustments to previously issued financial statements. In many, but not all aspects, under SFAS 154 the accounting for changes and error corrections are converged with IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors".

Staff Position No. FAS 115-1 and FAS 124-1, the Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments, ("FSP No. 115-1"). FSP No. 115-1 provides accounting guidance for identifying and recognizing other-than-temporary impairments of debt and equity securities, as well as cost method investments in addition to disclosure requirements.

The adoption these standards and interpretations has not affected the Company's financial position, cash flows or results of operations.

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### Accounting Policies Note

#### IFRS

IASB has issued IFRS 8 "Operating Segments" in November 2006. The standard replaces IAS 14 and aligns segment reporting with the requirements of SFAS 131 under USGAAP. TORM expects to implement this standard with effect from the financial year 2007.

IASB also issued IFRIC 10 "Interim Financial Reporting and Impairment" in July 2006 and IFRIC 11 "IFRS 2: Group and Treasury Shares Transactions" in November 2006. TORM expects to implement these interpretations when they become effective.

TORM expects that the implementation of the standard and the interpretations will not have a material effect on the annual report and the interim reporting.

#### U.S. GAAP

In July 2006, the FASB issued Interpretation No. 48 (FIN 48) "Accounting for Uncertainty in Income Taxes", an Interpretation of FASB Statement No. 109 "Accounting for Income Taxes" to address financial statement recognition and measurement by an enterprise of a tax position taken or expected to be taken in a tax return. The interpretation creates a single model to address uncertainty in tax positions and prescribes the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. The interpretation also requires several new disclosures in annual financial statements. It is effective for financial statements issued for fiscal years beginning after December 15, 2006, and will therefore be adopted by the Company from January 1, 2007. The Company has assessed that the interpretation will not materially affect the financial statements.

In September 2006, the FASB issued SFAS No. 157 "Fair Value Measurements" ("SFAS No. 157"). This standard defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. The standard does not require any new fair value measurements. It is effective for financial statements issued for fiscal years beginning after November 15, 2007 and will therefore be adopted by the Company from January 1, 2008. The Company is currently assessing SFAS No. 157 and has not yet determined the impact that the adoption of this standard will have on its financial statement disclosures.

#### RECENT DEVELOPMENTS

##### Acquisition of OMI

On April 17, 2007, the Company along with Teekay Shipping Corporation ("Teekay") entered into a definitive agreement to acquire OMI Corporation. Under the agreement, OMI shareholders would receive USD 29.25 in cash for each share of OMI common stock they held. Teekay and TORM agreed to divide the assets of OMI equally and to equally split the total cost of the transaction of approximately \$2.2 billion, including assumed net debt and other transaction costs.

Under the agreement, Teekay and TORM were required to commence a tender offer to the OMI shareholders on or before April 27, 2007. The tender offer was subject to acceptance from OMI shareholders representing over 50 percent of OMI's outstanding shares, as well as receipt of standard regulatory approvals. At the expiration of the offer period, a total of 49,762,507 shares had been validly tendered by the shareholders of OMI providing Omaha, Inc, a subsidiary which is jointly held by TORM and Teekay, with control over OMI and allowing for

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TORM and TEEKAY to gain 100% ownership of OMI and allowing for a subsequent merger between Omaha, Inc. and OMI.

The merger of OMI with and into Omaha, Inc., the final step in the acquisition of OMI, occurred on June 8, 2007 and as a consequence of the merger Omaha, Inc. changed its name to OMI Corporation. The acquisition of OMI by TORM and TEEKAY was consequently completed on June 8, 2007 at the price of USD 29.25 per share, whereby OMI became a jointly owned subsidiary of TORM and TEEKAY.

TORM entered into a one-year USD 700 million bridge loan agreement with Danske Bank and HSH Nordbank on April 17, 2007, to assist in the financing of the acquisition of TORM's share of OMI.

### Share Split

At the Company's annual general meeting, which took place on April 17, 2007, a proposal was adopted for a 2:1 stock split of the Company's ordinary shares, nominal value DKK 10 into ordinary shares of nominal value DKK 5. The share split was carried out on the Copenhagen Stock Exchange on May 23, 2007, and the last day of trading in shares of par value DKK 10 was on May 22, 2007. The first day of trading in shares of par value 5 was May 23, 2007. The share split was carried out on NASDAQ on May 23, 2007 in relation to the Company's American Depository Shares with a record date of May 23, 2007 and a distribution date of May 31, 2007.

After the share split the Company's common shares consist of 72,800,000 shares in denomination of DKK 5 per share.

### G. Safe harbor

Forward-looking information discussed in this Item 5 includes assumptions, expectations, projections, intentions and beliefs about future events. These statements are intended as "forward-looking statements." We caution that assumptions, expectations, projections, intentions and beliefs about future events may and often do vary from actual results and the differences can be material. Please see "Cautionary Statement Regarding Forward-Looking Statements" in this Report.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. Directors and senior management [COMPANY TO CONFIRM STILL ACCURATE]

Set forth below are the names, ages and positions of our directors and executive officers.

Name	Age	Position
----	---	-----
Board of Directors:		
Niels Erik Nielsen	59	Chairman of the Board
Christian Frigast	55	Deputy Chairman of the Board
Lennart Arnold Johan Arrias	58	Director
Margrethe Bligaard	38	Director, joined in April 2007
Ditlev Engel	43	Director
Peder Mouridsen	57	Director, resigned in April 2007
Niels Peter Abildgaard Nielsen	41	Director, joined in April 2007
Gabriel Panayotides	52	Director
Stefanos-Niko Zouvelos	51	Director
Management:		
Klaus Kjaerulff	55	Chief Executive Officer and acting Chief Financial Officer since June

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		2006
Mikael Skov	43	Chief Operating Officer, appointed in April 2007
Klaus Nyborg	43	Chief Financial Officer, resigned in June 2006

Biographical information with respect to each of our directors and executives is set forth below.

Niels Erik Nielsen has been Chairman of our Board of Directors since April 25, 2002. Prior to that Mr. Nielsen was the Deputy Chairman of our Board of Directors from September 26, 2000.. Mr. Nielsen is also a partner with the Danish law firm, Bech-Bruun, which provides certain legal services to us. He is a member of TORM's remuneration committee and a member of the board of directors of several Danish companies, including Amagerbanken Aktieselskab, Ambu A/S, Charles Christensen A/S, Cimber Air Holding A/S, Danica-Elektronik A/S, Gammelrand Skaerrefabrik A/S, GPV Industri A/S, InterMail A/S, Mezzanin Kapital A/S, Pele Holding A/S, Preben Olsen Automobiler A/S, Satair A/S, SCF-Technologies A/S and Weibel Scientific A/S. Mr. Nielsen holds a Masters of Law degree from the University of Copenhagen.

Christian Frigast has been a director of the Company since September 26, 2000 and Deputy Chairman since April 25, 2002. He is a member of TORM's audit committee and remuneration committee. Mr. Frigast is the managing director of Axcel A/S, a Danish investment company. He also serves as a member of the Board of Directors of numerous companies including Holdingselskabet af 1. august 1997 A/S and several companies related to Axcel A/S. Mr. Frigast holds a Masters of Science degree in Economy from the University of Copenhagen.

Lennart Arnold Johan Arrias has been a director of the Company since 2003. Mr. Arrias is employed by TORM as a Captain and has been with the Company since 1992. He has been elected by the employees of TORM to our Board of Directors.

Margrethe Bligaard has been a director of the Company since April 2007. Ms. Bligaard is employed by TORM as General Manager in the Tanker Division with responsibility for performance development and has been with TORM 1989. She has been elected by the employees of TORM to our Board of Directors.

Ditlev Engel has been a director of the Company since April 25, 2002. Mr. Engel is Group President and CEO of Vestas Wind Systems A/S. He serves as a member of the board of directors for several companies related to Vestas Wind Systems A/S. Prior to that, Mr. Engel was the CEO of Hempel A/S from 2000 to 2005. Mr. Engel holds a Bachelor of Science degree and a Diploma in Economy from the Copenhagen Business School.

Peder Mouridsen has been a director of the Company since 2003. Mr. Mouridsen is employed by TORM as a Chief Engineer and has been with the Company since 1970. He has been elected by the employees of TORM to our Board of Directors. Mr. Mouridsen retired as a director of the Company at the annual general meeting held in April 2007.

Niels Peter Abildgaard Nielsen has been a director of the Company since April 2007. Mr. Abildgaard is employed by TORM as General Manager for Quality and Vetting and has been with TORM since 1987. He has been elected by the employees of TORM to our Board of Directors.

Gabriel Panayotides has been a director of the Company since September 26, 2000. He is a member of TORM's audit committee. Mr. Panayotides is Chairman (since 1998) of Excel Maritime Carriers Ltd., a company that has been listed on the American Stock Exchange since October 1997. Mr. Panayotides has been engaged in the ownership and operation of ships since 1978 and is a member of the Greek Committee of the classification societies, Bureau Veritas and Lloyds Register of

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Shipping. He holds a Bachelors degree from the Pireaus University of Economics.

Stefanos-Niko Zouvelos has been a director of TORM since April 2006. Mr. Zouvelos is General Manager of Beltest Shipping Company Ltd., in Cyprus, an investment holding company specializing in the shipping sector and the largest shareholder of TORM. Prior to that, Mr. Zouvelos served as a Financial Manager of Good Faith Shipping Co. from 2000 to 2004. He holds a Master of Science degree in Quantative Economics from the University of Stirling, Scotland, and has been engaged in the shipping business since 1984.

Klaus Kjaerulff has been our Chief Executive Officer and Managing Director since September 2000 and TORM's acting Chief Financial Officer since June 2006. Mr. Kjaerulff has worked for TORM since 1976. From 1997 to 2000, he served as Executive Vice President responsible for our tanker and bulk divisions. From 1981 to 1997, Mr. Kjaerulff was Vice President of our tanker division. He is deputy chairman of the board of the Danish Shipowners' Association and also serves as a member of the board of directors for ICC Denmark, Assuranceforeningen SKULD, Norske Veritas Rad and The Trade Council of Denmark.

Mikael Skov has been appointed our Chief Operating Officer as of April 1, 2007. Mr. Skov has worked for TORM since 1984. From 2000 to 2007 he served as Executive Vice President for TORM's Tanker Division.

Klaus Nyborg has been our Chief Financial Officer since February 2002 and resigned from TORM in June 2006. Prior to working for us, Mr. Nyborg was employed in various capacities at the A.P. Moller Group, most recently as Chief Financial Officer (CFO) of the Maersk Logistics division. From 1998 to 2001, he served as Vice President and Regional CFO at Maersk for the Asia-Mid-East Region. From 1997 to 1998, he was the Regional CFO for the Europe-Africa Region. From 1992 to 1997, Mr. Nyborg served as General Manager and Corporate Secretary in the A.P. Moller Group. He holds a Masters degree in Law and Business Economics and a Diploma in Economics from the Copenhagen Business School.

### B. Compensation

In 2006, we paid a total of USD 0.5 million to the Board of Directors and USD 3.6 million to our executives including exercised stock options. We have not set aside any amounts to provide pension, retirement or similar benefits to our directors and executive officers. For a description of our stock option plan please refer to "Option Plan" below. As of December 31, 2006, members of our Board of Directors had exercised 105,820 options.

The members of Management are, in the event of termination by the Company, entitled to a severance payment of up to 24 months' salary. The pension age for members of Management is 62.

### C. Board Practices.

The members of our Board of Directors are elected for four-year terms. At the end of each term, they are eligible for re-election. All current Board members were elected at the annual general meeting in April 2007, except for Mr. Zouvelos who was elected at the annual general meeting in April 2006. All our Board members will be eligible for re-election in 2011, except for Mr. Zouvelos who will be eligible for re-election in 2010. There are no service contracts between us and any of our directors providing for benefits upon termination of a director's election.

### Committees of the Board of Directors

On July 31, 2005, we established an audit committee, which adopted an audit committee charter in compliance with Nasdaq's corporate governance rules. Our audit committee is comprised of two independent members of our board of

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directors who will be responsible for reviewing our accounting controls and recommending to the board of directors the engagement of our outside auditors. The members of the audit committee are Messrs. Christian Frigast and Gabriel Panayotides. In addition, we have established a remuneration committee that is comprised of two independent members of our board of directors which are responsible for establishing executive officers' compensation and benefits. The members of our compensation committee are Messrs. Niels Erik Nielsen and Christian Frigast.

### Exemptions from Nasdaq corporate governance rules

We have certified to Nasdaq that our corporate governance practices are in compliance with, and are not prohibited by, the laws of the Kingdom of Denmark. Therefore, we are exempt from many of Nasdaq's corporate governance practices other than the requirements regarding the disclosure of a going concern audit opinion, notification of material non-compliance with Nasdaq corporate governance practices and the establishment of an audit committee and a formal written audit committee charter. The practices that we follow in lieu of Nasdaq's corporate governance rules are described below.

- o In lieu of a nomination committee comprised of independent directors, our board of directors will be responsible for identifying and recommending potential candidates to become board members and recommending directors for appointment to board committees. Shareholders may also identify and recommend potential candidates to become board members in writing. Also, under Danish law, two of our seven directors are elected by our employees. No formal written charter has been prepared or adopted because this process is outlined in our Articles of Association and in the laws of the Kingdom of Denmark.
- o In accordance with Danish law, we will not be required to obtain an independent review of related party transactions for potential conflicts of interests. Our board of directors, however, is contemplating adopting a policy that would require any director who has a potential conflict of interest to identify and declare the nature of the conflict to our board of directors at the next meeting of the board of directors. Such policy would additionally require that related party transactions must be approved by disinterested directors.
- o As a foreign private issuer, we are not required to solicit proxies or provide proxy statements to Nasdaq pursuant to Nasdaq corporate governance rules or Danish law. Consistent with laws of the Kingdom of Denmark and as provided in our Articles of Association, we will notify our shareholders of meetings between 14 days and four weeks before the general meeting, which is to be held every year before end of April. This notification will contain, among other things, information regarding business to be transacted at the meeting. In addition, our Articles of Association provide that shareholders must give us advance notice to properly introduce any business at a general meeting of the shareholders no later than February 15 before such general meeting. Our Articles of Association also provide that shareholders may designate a proxy to act on their behalf.

Other than as noted above, we are in full compliance with all other applicable Nasdaq corporate governance standards.

### D. Employees

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The numbers of employees we employed, on average, for the previous three financial years, are as follows:

	2004 ----	2005 ----	2006 ----
Land-based employees			
Denmark	93	103	112
Other	7	20	26
	-	--	--
Total	100	123	138
Seafarers (officers)	195	216	215
	---	---	---
Total employees	295	339	353

In 2004, 2005 and 2006, approximately 33 of our employees were employed in administrative positions. The majority of the staff on vessels owned by our subsidiaries and associated companies are not employed by us.

### E. Share ownership

The following table sets forth information as of April 30, 2007, regarding the total amount of capital stock owned by our officers and directors on an individual basis:

Name ----	Position -----	Shares (Nom. Hold.) -----
Niels Erik Nielsen	Chairman of the Board	*
Christian Frigast	Deputy Chairman of the Board	*
Lennart Arnold Johan Arrias	Director	*
Margrethe Bligaard	Director	*
Ditlev Engel	Director	*
Stefanos-Niko Zouvelos	Director	*
Niels Peter Abildgaard Nielsen	Director	*
Gabriel Panayotides	Director	*
Klaus Kjaerulff	Chief Executive Officer	*
Mikael Skov	Chief Operating Officer	*

\* The person beneficially owns less than one percent of our common shares.

### Option plan

In 2001, we created a share option based incentive program for Management, key employees and the Board members. The program included 20 participants who from 2001 to 2003 have been granted options to purchase shares in the Company, where the option holder can buy the shares at a specified exercise price or where the differential between the share price as of the day of exercising the options and the option price may be settled in cash.

In this respect we acquired 4.39% of our share capital for USD 7.9 million to cover the economic risk of share price movements in connection with the share option incentive program. As of December 31, 2006 nil treasury shares were held to cover this risk as all the options were exercised.

Please refer to Note 4 to the consolidated Financial Statements for further information.

### Employee shares

During April 2001, the Board of Directors also decided to offer our employees 400,000 common shares for the price of DKK 5,25 per share. In October

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2001, our employees exercised the right to purchase 388,470 of these shares. The market price at the date of the grant was DKK 27.15 per share. The remaining stock purchase rights have expired. Comparative figures have been restated in accordance with the share split.

### ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS.

#### A. Major shareholders.

Our capital stock is comprised of common shares, par value DKK 5 per share. Shareholders holding 5% or more of the total number of our outstanding shares are required to file information with the Copenhagen Stock Exchange. The following table sets forth information regarding the owners of 5% or more of our common shares as of April 30, 2007 according to announcements made to the Copenhagen Stock Exchange in accordance with section 29 of the Danish Securities Trading Act. None of the shareholders have any special voting rights.

Name	Number of Shares	Percentage of Class
----	-----	-----
Beltest Shipping Company Ltd.	23,409,100	32.2%
Menfield Navigation Company Limited	14,564,704	20.0%
A/S Dampskibsselskabet TORM's UnderstOttelsesfond, Denmark	4,556,880	6.3%

Beltest and its parent company, Ryder Holdings Inc., have filed a Schedule 13D with the SEC. Menfield Navigation Company Limited acquired 14,564,704 shares, or 20.0% of our outstanding shares during 2003, 2004 and 2005. A/S Dampskibsselskabet TORM's UnderstOttelsesfond's has filed a Schedule 13G with the SEC and its shareholding in TORM have not changed over the last four years. The number of shares has been restated in accordance with the share split of May 23, 2007.

Beltest Shipping Company Ltd., A/S Dampskibsselskabet TORM's UnderstOttelsesfond and Menfield Navigation Company Limited have given notices of their shareholdings to the Copenhagen Stock Exchange.

#### B. Related party transactions.

The members of the Company's Board of Directors and Management, close members of the family to these persons and companies where these persons have control or exercise significant influence are considered as related parties with significant influence.

TORM has during the financial year paid USD 8.5 million to an entity owned by Beltest Shipping Company Limited under a time charter agreement. Furthermore, TORM has during the financial year paid USD 0.3 million for legal assistance to the law firm Bech-Bruun in which Mr. Niels Erik Nielsen, Chairman of the Board of Directors, is a practicing partner.

Management remuneration is disclosed in Note 4 to our consolidated financial statements.

#### C. Interests of experts and counsel.

Not Applicable.

### ITEM 8. FINANCIAL INFORMATION

#### A. Consolidated Statements and Other Financial Information

See Item 17.



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### DIVIDEND DISTRIBUTION POLICY

Under Danish law, we are permitted to distribute dividends from our surplus capital. Any decision to distribute dividends will be at the discretion of the Board of Directors and must be approved by the shareholders at our annual general meeting. Our shareholders approved a dividend of DKK 5,8 corresponding to USD 1.0 for every DKK 5 share at the annual general meeting in 2007.

There are no restrictions in our existing financing arrangements on our ability to pay dividends to our shareholders.

#### B. Significant Changes.

Not Applicable.

### ITEM 9. THE OFFER AND THE LISTING

#### A. Offer and Listing Details.

Our common shares currently trade on the Copenhagen Stock Exchange. The tables below sets forth, for the periods indicated, the high and low closing sale price in Danish Kroner and the average daily trading volume for our shares on the Copenhagen Stock Exchange. Although we have provided the average daily trading volume of our shares for the periods indicated, the trading volume of our shares on the Copenhagen Stock Exchange is extremely volatile and daily trading ranges from none to several thousand shares.

The average daily trading volume may not be indicative of actual trading volumes and liquidity. Please also refer to "Risk Factors - There may be no active public market for you to resell our ADSs." For the previous five full years:

DKK ---	2002 ----	2003 ----	2004 ----	2005 ----	2006 ----
	(*)	(*)			
Low	11.54	14.33	48.44	110.99	116.50
High	15.11	45.72	124.55	180.77	201.75
Average Daily Volume	44,700	100,832	162,702	302,890	327,508

The offer and listing details are adjusted in accordance with the share split as of May 23, 2007.

(\*): Adjusted for the issue of bonus shares in May 2004.

For the previous two full years and subsequent periods, by quarter:

2005 ----	1st quarter -----	2nd quarter -----	3rd quarter -----	4th quarter -----
Low	110.99	143.35	153.33	145.00
High	162.43	169.61	180.77	176.00
Average Daily Volume	232,750	279,544	322,926	371,400
2006	1st quarter	2nd quarter	3rd quarter	4th quarter
Low	139.50	116.50	130.00	149.00
High	155.75	150.00	156.00	201.00

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Average Daily Volume	285,992	334,038	222,128	473,0
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For the previous six months:

	November 2006 ----	December 2006 ----	January 2007 ----	February 2007 ----	March 2007 ----
Low	149.00	173.00	183.50	184.00	176.50
High	172.50	201.75	188.25	195.75	193.25
Average Daily Volume	444,198	660,020	229,954	226,292	273,000

B. Plan of Distribution

Not Applicable.

C. Markets.

Our common shares are currently trading on the Copenhagen Stock Exchange. Our ADSs, each representing one common share, are listed on the Nasdaq National Market under the abbreviation "TRMD." The tables below sets forth, for the periods indicated, the high and low closing sale price in U.S. Dollars and the average daily trading volume for our shares on the Nasdaq National Market. Trading on the Nasdaq National Market commenced on April 16, 2002. Although we have provided the average daily trading volume of our shares for the periods indicated, the trading volume of our shares on the Nasdaq National Market is extremely volatile and daily trading ranges from none to several thousand shares.

	2002 ---- (*)	2003 ---- (*)	2004 ----	2005 ----	2006 ----
Low	1.58	1.58	8.56	19.34	19.34
High	2.13	7.87	22.45	29.79	36.20
Average Daily Volume	908	10,166	29,678	28,426	6,274

(\*) : Adjusted for the issue of bonus shares in May 2004.

For the previous two full years and subsequent periods, by quarter:

	1st quarter -----	2nd quarter -----	3rd quarter -----	4th quarter -----
2005				
Low	19.34	24.50	25.14	22.
High	28.79	28.70	29.79	28.
Average Daily Volume	67,328	22,158	14,880	10.8
2006				
Low	22.76	19.34	21.82	25.
High	25.44	25.08	26.89	36.
Average Daily Volume	6,310	7,012	3,698	8,0

For each of the previous six months:

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	November 2006 ----	December 2006 ----	January 2007 ----	February 2007 ----	March 2007 ----
Low	25.45	31.15	31.44	31.70	30.98
High	30.25	36.20	32.97	34.75	34.72
Average Daily Volume	7,006	12,350	12,252	8,280	3,914

D. Selling Shareholders

Not Applicable.

E. Dilution

Not Applicable.

F. Expenses of the Issue

Not Applicable.

### ITEM 10. ADDITIONAL INFORMATION

This section summarizes our share capital and the material provisions of our Articles of Association, including rights of holders of our shares. The description is only a summary and does not describe everything that our Articles of Association contain. A copy of our Articles of Association was filed with the Securities and Exchange Commission on June 28, 2002, as Exhibit 1.1 to our annual report on Form 20-F for the year ended December 31, 2001. As a foreign private issuer, we are not subject to the proxy rules applicable to issuers under Section 14 of the Exchange Act of 1934, as amended, and our officers, directors and principal shareholders are not subject to the short-swing profit disclosure and recovery provisions of Section 16 of that act. We intend to provide quarterly reports for the first three quarters of each fiscal year to the Securities and Exchange Commission on Form 6-K containing unaudited financial and other information that we file with the Copenhagen Stock Exchange.

A. Share capital.

Not Applicable.

B. Memorandum and Articles of Association.

Our Articles of Association provide that our principal objectives are

- o to carry out business within shipping, chartering and other transport services;
- o to make investments, including in real estate; and
- o to carry on such other business as determined by the Board of Directors to be consistent with such objectives.

The Rules of Procedure that govern our Board of Directors prohibit a director from participating in the consideration of business regarding agreements in which the director is a participant or in which the director has a material interest. Any agreements between us and a director or between us and a third party in which a director has an interest must be approved by the Board of Directors. The Rules of Procedure also provide that a director shall retire at

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the first general meeting following the director's 70th birthday.

Our Articles of Association also contain the following provisions:

- o our Board of Directors shall receive a fixed stipend, which shall be set by the Board of Directors and approved by the shareholders during the annual general meeting;
- o any dividend payable to a shareholder which remains unclaimed after five years shall accrue to us;
- o each common share shall have the right to one vote;
- o directors are elected for four year terms, after which they are entitled to be re-elected;
- o there are no redemption rights; and
- o generally, proposals to amend our Articles of Association or to dissolve or merge with another company require the approval of at least 2/3 of all votes cast at a meeting at which 3/5 of the outstanding share capital is present, unless the resolution was proposed by the Board of Directors, in which case a simple majority of the votes cast at a meeting at which a quorum consisting of 1/3 of the outstanding shares is present is required.

With regard to general and special meetings, the Articles of Association provide that:

- o special meetings can be convened by the Board of Directors and the auditors at any time on at least eight days notice but cannot be more than four weeks in advance;
- o holders of at least 10% of our share capital can request special meetings by submitting a written request to the Board of Directors, which then has 14 days to convene a meeting;
- o shareholders desiring to attend the general meeting must obtain an admission card from us at least four days prior to the meeting;
- o admission cards will be issued to registered holders, and holders of unregistered shares who have obtained a deposit receipt issued by the depositary bank (or Danish Securities Center) and a written declaration that the shares will not be transferred until after the general meeting;
- o shares acquired from another shareholder will not have any voting rights unless the shares are registered or unless the holder has filed and provided proof of ownership at least one day prior to the announcement of the general meeting; and
- o proposals by shareholders must be submitted in writing to the Board of Directors before February 15th in order to be considered at the annual general meeting.

### DANISH LAW CONSIDERATIONS

Under Danish law, shareholders are not permitted to approve corporate matters by written consent in lieu of general or special meetings. All shareholders have access to corporate records filed by each company with the Danish Commerce and Companies Agency. These corporate records include the articles of association and the annual accounts/financial statements. Each

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company is also required to keep a share register, but shareholders do not have access to it.

Danish law permits companies to adopt cumulative voting provisions and staggered terms for our board of directors, but we have not adopted such provisions. Danish law also prohibits companies from adopting "poison pill" measures that could prevent a takeover attempt by discriminating against a shareholder or a group of shareholders.

### C. Material contracts.

The following is a summary of our material contracts. This summary is qualified in its entirety by reference to the full text of the actual documents, which govern the transactions we describe.

#### NEWBUILDING CONTRACTS

We have entered into eight contracts with Guangzhou Shipyard Int. Co. Ltd., each for the construction of a MR product tanker. Of these contracts four were executed on January 18, 2006, each for the construction of a 51,800 dwt Ice Class 1A product tanker. The contracts provide for stage payments of 10% and 20% upon signing of the contracts, 40% and 50% during construction and 40% upon delivery of the vessels. In addition four contracts were executed on November 17, 2006, each for construction of a 50,500 dwt type 2 product tanker. The contracts provide for stage payments of 15% upon signing of the contracts, 45% during construction and 40% upon delivery of the vessels. Delivery of the tankers is scheduled between March 2009 and August 2010.

#### LOAN AGREEMENTS AND CREDIT FACILITIES

On January 15, 2004, the Company has entered into a USD 95.0 million loan agreement with Nordea Bank Danmark A/S to assist in the financing of five vessels in our fleet. The interest rate is a variable rate based upon LIBOR. As security for our obligations under the debt instrument, we have granted to Nordea Bank a first priority mortgage, registered over and against the five vessels. The loan is due to be repaid in 2014.

On December 10, 2004, the Company has entered into a USD 570.0 million revolving credit facility with Danske Bank A/S and Danish Ship Finance to assist in the financing of 20 vessels in the TORM fleet. The interest rate is a variable rate based upon LIBOR. As security for our obligations under the debt instrument, we have granted to Danske Bank and Danish Ship Finance a first priority mortgage, registered over and against the 20 vessels. The loan is due to be repaid in 2014.

On March 1, 2005, the Company has entered into a USD 161.0 million revolving credit facility with Import Export Bank of China to assist in the financing of five of the abovementioned newbuildings. The interest rate is fixed based upon LIBOR. As security for our obligations under the debt instrument, we have granted to Nordea Bank Denmark, who acts as guarantors towards Import Export Bank of China for us, a first priority mortgage, registered over and against the five vessels. The loan is due to be repaid in 2013.

On December 23, 2005, TORM Singapore Pte. Ltd., a company wholly-owned by TORM, has entered into a USD 237.0 million loan agreement with The Hongkong And Shanghai Banking Corporation Limited to assist in the financing of seven vessels in the TORM fleet. The interest rate is a variable rate based upon LIBOR. As security for our obligations under the debt instrument, we have granted to The Hongkong And Shanghai Banking Corporation Limited a first priority mortgage, registered over and against the seven vessels. The loan is due to be repaid in 2015.

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On April 20, 2006, the Company has entered into a USD 99.2 million revolving credit facility with Danske Bank A/S to assist in the financing of 2 vessels in the TORM fleet. The interest rate is a variable rate based upon LIBOR. As security for our obligations under the debt instrument, we have granted to Danske Bank a first priority mortgage, registered over and against the 2 vessels. The loan is due to be repaid in 2009.

On December 22, 2006, the Company has entered into a USD 500.0 million revolving credit facility with Nordea Bank Danmark A/S to assist in the financing of future vessels. The interest rate is a variable rate based upon LIBOR. As security for our obligations under the debt instrument, Nordea Bank Danmark A/S will be granted a first priority mortgage, registered over and against the relevant vessels. The loan is to be terminated in 2016.

D. Exchange controls.

None.

E. Taxation.

The following discussion is a summary of the material Danish and U.S. federal income tax considerations relevant to an investment decision by a U.S. Holder and a Non-U.S. Holder, as defined below, in our American Depositary Shares, or ADSs, as evidenced by American Depositary Receipts, or ADRs. This discussion does not purport to deal with the tax consequences of owning ADSs to all categories of investors, some of which, such as dealers in securities and investors whose functional currency is not the U.S. dollar, may be subject to special rules. You are encouraged to consult your own tax advisors concerning the overall tax consequences arising in your own particular situation under U.S. federal, state, local or foreign law of the ownership of ADSs.

### DANISH TAX CONSIDERATIONS

Under Danish law, dividends paid in respect of shares are subject to Danish withholding tax at the rate of 28%, without regard to the residency of the shareholders. Non-residents of Denmark do not have to pay additional Danish income tax on the dividends, unless their shares are held in connection with a trade or business conducted from a permanent establishment in Denmark.

Non-resident shareholders may be eligible for a refund of part of the withholding tax where the shareholders are entitled to, and comply with procedures for claiming benefits under an income tax convention. Eligible shareholders who comply with certain certification procedures may claim a refund from the Danish tax authorities, which will reduce the effective withholding tax rate, normally to 15%. The claim for a refund must be certified by the holder's local tax authorities on forms prepared by the Danish tax authorities, which are then submitted to the Danish tax authorities.

No withholding tax is levied on dividends paid to a corporation which holds at least 15% of a company's shares, provided that the shareholder company (i) has held those shares for a minimum of one year during the time in which the dividends were paid (the one year period could be met retrospectively) and (ii) is a resident in another European Union country or in a country with which Denmark has entered into a taxation treaty which eliminates or reduces the withholding tax on dividends.

Under the current income tax convention between Denmark and the United States, dividends on shares beneficially-owned by U.S. holders who are eligible for treaty benefits are subject to an effective Danish withholding tax at the rate of 15%. The withholding tax rate is reduced to 5% if the beneficial owner of the dividends is a U.S. company, which holds directly at least 10% of the share capital of the company paying the dividends.

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Denmark has entered into tax conventions reducing the withholding tax to the applicable convention rate for individual residents of the United States, Canada, Germany, Belgium, Luxembourg, Norway, Sweden, Ireland, Switzerland, Greece and the United Kingdom. The regime does not entitle the investor to a lower withholding tax rate than the rate applicable according to the double taxation treaty, but reduces the withholding tax rate from the normal rate of 28% to the withholding tax rate that applies according to the relevant double taxation treaty.

In order to receive benefits under the regime mentioned in the preceding paragraph, a U.S. investor must deposit his shares with a Danish bank. An agreement on the deposit of shares must be made with the Danish bank in question.

Further, the U.S. investor must obtain a certificate of residential address and tax liability from the tax authorities in the U.S. and file it with the Danish account holding bank through which the U.S. investor holds his shares.

### U.S. FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Seward & Kissel LLP, our U.S. counsel, the following are the material U.S. federal income tax consequences to us and to U.S. Holders and Non-U.S. Holders, as defined below, regarding our ADSs. The following discussion of U.S. federal income tax matters is based on the Internal Revenue Code of 1986, as amended, which we refer to as the "Code," judicial decisions, administrative pronouncements, and existing and proposed regulations issued by the U.S. Department of the Treasury, all as they exist on the date hereof and all of which are subject to change, possibly with retroactive effect. In addition, the discussion is based, in part, on the description of our business as described above and assumes that we conduct our business as described in that section.

References in the following discussion to "we," "us" and "our" are to A/S Dampskibsselskabet Torm ("TORM") and its subsidiaries on a consolidated basis. For purposes of the discussion below, the U.S. Holders and Non-U.S. Holders of ADSs generally will be treated as the owners of the common stock of TORM represented by the ADSs. In the following discussion, the United States Internal Revenue Service is referred to as the "IRS."

#### United States Taxation Of Our Company

We anticipate that substantially all of our gross income will be derived from the use and operation of vessels in international commerce and that this income will principally consist of freights from the transportation of cargoes, hire or lease income from voyage, time or bareboat charters and the performance of services directly related thereto, which we refer to as "shipping income." Unless exempt from U.S. taxation under Section 883 of the Code or under Article 8 of the United States-Denmark Income Tax Treaty, we will be subject to U.S. federal income taxation, in the manner discussed below, to the extent our shipping income is considered for U.S. federal income tax purposes to be derived from sources within the United States.

Shipping income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States will be considered for such tax purposes to be 50% derived from sources within the United States. Shipping income attributable to transportation that both begins and ends in the United States will be considered to be 100% derived from sources within the United States. We do not engage in transportation that gives rise to 100% U.S. source income.

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Shipping income attributable to transportation exclusively between non-U.S. ports will be considered to be 100% derived from sources outside the United States. Shipping income derived from sources outside the United States will not be subject to any U.S. federal income tax.

### Code Section 883 Exemption

Under Code Section 883 and the final regulations promulgated thereunder that came into effect and applies to us beginning with the calendar year 2005, TORM and each subsidiary that derives U.S. source shipping income will qualify for exemption from U.S. federal income tax under Section 883 in respect of such shipping income if, in relevant part:

- o TORM and each subsidiary is organized in a qualified foreign country which, as defined, is a foreign country that grants an equivalent exemption from tax to corporations organized in the United States in respect of the shipping income for which exemption is being claimed under Section 883, which we refer to as the "country of organization requirement"; and
- o more than 50% of the value of the stock of TORM and each subsidiary is treated as owned, directly or indirectly, by individuals who are "residents" of qualified foreign countries, which we refer to as the "ownership requirement."

Since the U.S. Treasury Department has recognized Denmark, the country of incorporation of TORM, and each of the countries of incorporation of TORM's subsidiaries as a qualified foreign country in respect of the shipping income for which exemption is being claimed under Section 883, TORM and each subsidiary satisfy the country of organization requirement.

In respect of the ownership requirement, Section 883 provides a special publicly-traded rule applicable to both TORM and its subsidiaries. In the case of TORM, it will be exempted from having to satisfy the ownership requirement if its stock is considered to be "primarily and regularly traded on an established securities market" located in its country of organization, Denmark, in another qualified foreign country or in the United States, which we refer to as the "publicly-traded test." Furthermore, if TORM satisfies the publicly-traded test, the stock of TORM's subsidiaries will be deemed to be owned by individual residents of Denmark and each of the subsidiaries will satisfy the ownership requirement.

The final regulations provide, in pertinent part, that stock of a foreign corporation will be considered to be "primarily traded" on an established securities market if the number of shares that are traded during any taxable year on that market exceeds the number of shares traded during that year on any other established securities market.

At present, the sole class of TORM's stock that is issued and outstanding is its common stock, which is listed on the Copenhagen Stock Exchange, an established securities market in Denmark. TORM's common stock as represented by its ADSs (each representing one share of common stock) is also listed on the NASDAQ National Market (NASDAQ), which is an established securities market in the United States. However, since TORM's common stock as represented by ADSs began trading on the NASDAQ on April 17, 2002, the trading activity has represented less than 10% of the common shares traded on the Copenhagen Stock Exchange. For the foreseeable future, TORM has no reason to expect that more common shares will not continue to be traded on the Copenhagen Stock Exchange than on the NASDAQ and therefore, the analysis below proceeds on the premise that its common shares are "primarily traded" on the Copenhagen Stock Exchange.

Under the final regulations, TORM's common stock further provide that



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stock will be considered to be "regularly traded" on an established securities market if (i) more than 50% of the common stock is listed on such market and is traded on such market, other than in de minimis quantities, on at least 60 days during the taxable year and (ii) the aggregate number of shares of such stock traded on such market is at least 10% of the average number of shares of such stock outstanding during such year.

For 2006, TORM's common stock satisfied these "regularly-traded" tests. Furthermore, TORM has no reason to believe that this will not continue to be the case notwithstanding the ADS listing on the NASDAQ.

Notwithstanding the foregoing, the final regulations provide, in pertinent part, that TORM's common stock will not be considered to be regularly traded on an established securities market for any taxable year in which 50% or more of the outstanding shares of such stock are owned, within the meaning of the final regulations, on more than half the days during such taxable year by persons who each own 5% or more of the outstanding shares of such stock, which we refer to as the "5% override rule."

In the event the 5% override rule is triggered based on its "more than half the days" standard, the final regulations provide that the 5% override rule will not apply for such year if we can establish that among the closely-held group of 5% shareholders, which we refer to as the "5% closely-held group," there are sufficient 5% shareholders that are considered to be qualified shareholders for purposes of Section 883 to preclude non-qualified 5% shareholders in the 5% closely-held group from owning 50% or more of our stock for more than half the number of days during such year, which we refer to as the "5% closely-held group exception."

Based on its shareholdings during 2006, TORM was subject to the 5% override rule of the final regulations. However, TORM intends to obtain from one of its 5% shareholders, and from each entity in the chain of ownership between such shareholder and TORM, ownership statements required by the final regulations to support such shareholder's status as a qualified shareholder for more than half the days of the calendar year 2006. If this ownership statement is obtained, TORM will be able to establish that the percentage ownership of TORM common shares owned by such 5% qualified shareholder for such period is such that the common share percentage owned by the remaining shareholders in the 5% closely-held group for such period falls below the 50% ownership threshold. As a result, TORM would therefore qualify for the 5% closely-held exception. However, as of the date of this filing, TORM has not obtained this ownership statement and there is no certainty that TORM will be able to do so.

If the above ownership statement is obtained, both TORM and each subsidiary will be eligible to claim exemption from tax under Section 883 on their U.S. source shipping income earned during 2006. However, if TORM is unable to obtain ownership statements from its 5% shareholders to establish that TORM and each subsidiary are not subject to the 5% override rule for 2006, then TORM and certain of its subsidiaries would not qualify for exemption under Section 883 and would be subject to United States federal income tax on their U.S. source shipping income unless they qualify for the benefits of the Treaty as described in more detail below.

### The United States-Denmark Income Tax Treaty Exemption

Without regard to Section 883, we believe that TORM and each Danish subsidiary would qualify for exemption from U.S. federal income tax under Article 8 of the United States-Denmark Income Tax Treaty, which we refer to as the "Treaty." TORM's non-Danish subsidiaries that earn U.S. source shipping income do not qualify for the benefits of the Treaty.

Under Article 8 of the Treaty, TORM and each of its Danish subsidiaries

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and each of its non-Danish subsidiaries that is treated as a "resident" of Denmark within the meaning of the Treaty (collectively, "Danish subsidiaries") is exempt from U.S. federal income tax on the profits derived from the operation of ships in international traffic. As defined, profits from the "operation of ships" include profits derived from (i) time or voyage charters, (ii) the inland transport of property within the United States undertaken as part of international traffic, (iii) bareboat charters if the lessee operates the vessel in international traffic and (iv) the use, maintenance or rental of containers used in international traffic. All of the U.S. source shipping income of TORM and its Danish subsidiaries falls within the scope of the exemption provided by Article 8.

The Treaty conditions the eligibility of TORM and its Danish subsidiaries to claim exemption under Article 8 upon, among other things, TORM satisfying the publicly-traded rule of the "treaty shopping" provisions of Article 22 (Limitation Of Benefits) of the Treaty.

The publicly-traded rule provides that a Danish corporation such as TORM, as well as its Danish subsidiaries, will be entitled to the benefits of the Treaty if all of TORM's shares in the class or classes of stock representing more than 50% of the vote and value of its stock, which we refer to as the "50% vote/value test," are listed on a "recognized stock exchange" and are "substantially and regularly traded" on one or more recognized stock exchanges, which we refer to as the "substantially and regularly traded test." The term "recognized stock exchange" includes the Copenhagen Stock Exchange and the NASDAQ. The shares in a class of stock are considered to be "substantially and regularly traded" if (i) trades in such class are effected on one or more recognized stock exchanges other than in de minimis quantities during every quarter, and (ii) the aggregate number of shares of that class traded during the previous taxable year is at least 6% of the average number of shares outstanding in that class during that taxable year.

TORM's common stock is currently listed on a recognized stock exchange within the meaning of the Treaty (the Copenhagen Stock Exchange). Since the common stock is TORM's sole class of stock, the 50% vote/value test is satisfied. Based on their recent trading history on the Copenhagen Stock Exchange over the past two years, the common shares of TORM also satisfy the substantially and regularly traded test of the Treaty and therefore TORM currently satisfies the publicly traded rule of Article 22 of the Treaty. Although we cannot give any assurances, we have every expectation that the trading volume and trading frequency of TORM's common shares on the Copenhagen Stock Exchange will continue to match or exceed the recent trading history of TORM's common shares on the Copenhagen Stock Exchange.

Taxation in Absence of Internal Revenue Code Section 883 Exemption or Treaty Exemption

4% Gross Basis Tax Regime. To the extent the benefits of Section 883 or the Treaty are unavailable, the U.S. source shipping income of TORM and its subsidiaries which is not considered to be "effectively connected" with the conduct of a U.S. trade or business as discussed below, would be subject to a 4% tax imposed by Section 887 of the Code on a gross basis, without benefit of deductions. Since under the sourcing rules described above, no more than 50% of our shipping income would be treated as derived from U.S. sources, the maximum effective rate of U.S. federal income tax on our shipping income would never exceed 2% under the 4% gross basis tax regime.

Net Basis and Branch Tax Regime. To the extent the benefits of the Section 883 exemption or the Treaty are unavailable and the U.S. source shipping income of TORM and its subsidiaries is considered to be "effectively connected" with the conduct of a U.S. trade or business, as discussed below, any such "effectively connected" U.S. source shipping income, net of applicable

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deductions, would be subject to the U.S. federal corporate income tax currently imposed at graduated rates of up to 35%. In addition, TORM and its subsidiaries may be subject to the 30% "branch-level" taxes (or such lesser tax as provided by an applicable income tax treaty) on earnings effectively connected with the conduct of such trade or business, as determined after allowance for certain adjustments, and on certain interest paid or deemed paid attributable to the conduct of their U.S. trade or business.

The U.S. source shipping income of TORM or any subsidiary will be considered "effectively connected" with the conduct of a U.S. trade or business only if:

- o TORM or such subsidiary has, or is considered to have, a fixed place of business in the United States involved in the earning of shipping income; and
- o substantially all of the U.S. source shipping income of TORM or such subsidiary is attributable to regularly scheduled transportation, such as the operation of a vessel that follows a published schedule with repeated sailings at regular intervals between the same points for voyages that begin or end in the United States.

We do not intend to have, or permit circumstances that would result in having, substantially all of the U.S. source shipping income of TORM or its subsidiaries attributable to regularly scheduled transportation. Based on the foregoing and on the expected mode of our shipping operations, we believe that none of the U.S. source shipping income of TORM or any subsidiary will be "effectively connected" with the conduct of a U.S. trade or business.

Gain on Sale of Vessels. To the extent any of our vessels makes more than an occasional voyage to U.S. ports, TORM or its subsidiaries may be considered for United States federal income tax purposes to be engaged in the conduct of a United States trade or business. As a result, except to the extent the gain on the sale of a vessel is incidental to the Shipping Income of TORM or its subsidiaries that is exempt under either Section 883 or the Treaty, any U.S. source gain derived by TORM or its subsidiaries on the sale of a vessel may be partly or wholly subject to United States federal income tax as "effectively connected" income (determined under rules different from those discussed above) under the net basis and branch tax regime described above. However, we intend to structure sales of our vessels in such a manner, including effecting the sale and delivery of vessels outside of the United States, as to not give rise to U.S. source gain.

### Taxation of U.S. Holders

As used herein, the term "U.S. Holder" means a beneficial owner of an ADS that (i) is a U.S. citizen or resident, a United States corporation or other United States entity taxable as a corporation, an estate, the income of which is subject to United States federal income taxation regardless of its source, or a trust if a court within the United States is able to exercise primary jurisdiction over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust and (ii) owns the ADSs as a capital asset, generally, for investment purposes.

If a partnership holds our ADSs, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. If you are a partner in a partnership holding our ADSs, you are encouraged to consult your own tax advisor on this issue.

Distributions. Any distributions made by the ADS depositary agent, or depositary, with respect to our ADSs to a U.S. Holder will generally constitute dividends to the extent of our current or accumulated earnings and profits, as

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determined under U.S. federal income tax principles.

Dividends paid with respect to our ADSs to a non-corporate U.S. Holder (a "U.S. Individual Holder") may be eligible for preferential U.S. federal income tax rates (through 2010) provided that (1) we are a "qualified foreign corporation," (2) the U.S. Individual Holder has owned our stock for more than 60 days in the 121-day period beginning 60 days before the date on which our stock becomes ex-dividend and (3) we are not a passive foreign investment company for the taxable year of the dividend or the immediately preceding taxable year (which we do not believe we are, have been or will be). The preferential tax rates apply only to U.S. Holders that are individuals, trusts or estates.

We will be treated as a "qualified foreign corporation" if either (1) our ADSs are readily tradable on an established securities market in the United States or (2) we are eligible for the benefits of a satisfactory (in the judgment of the U.S. Treasury Secretary) comprehensive income tax treaty between the United States and a foreign country which includes an exchange of information program.

Our ADSs will qualify as readily tradable on an established securities market because they are listed on the NASDAQ national market, which has been designated by the IRS as so qualifying. Alternatively, as discussed above, we are eligible for the benefits of the Treaty and the IRS has issued guidance that the Treaty is satisfactory for this purpose. Therefore, we believe that any dividends paid by us on our ADSs should be eligible for these preferential rates in the hands of a U.S. Individual Holder. However, certain limitations may apply to any "extraordinary dividends" paid by us. Any dividends paid by us which are not eligible for these preferential rates will be taxed as ordinary income to a U.S. Holder.

Distributions in excess of our earnings and profits will be treated first as a non-taxable return of capital to the extent of the U.S. Holder's tax basis in his ADSs on a dollar-for-dollar basis and thereafter as capital gain. Because we are not a U.S. corporation, U.S. Holders that are corporations will not be entitled to claim a dividend received deduction with respect to any distributions they receive from us. Dividends paid with respect to the underlying common stock of each ADS will generally be treated as "passive category income" (or "passive income" for taxable years beginning prior to January 1, 2007) or, in the case of certain types of U.S. Holders, "general category income," (or "financial services income" for taxable years prior to January 1, 2007) for purposes of computing allowable foreign tax credits for U.S. foreign tax credit purposes.

Sale, Exchange or other Disposition of ADSs. A U.S. Holder generally will recognize taxable gain or loss upon a sale, exchange or other disposition of our ADSs in an amount equal to the difference between the amount realized by the U.S. Holder from such sale, exchange or other disposition and the U.S. Holder's adjusted tax basis in the ADSs. Such gain or loss will be treated as long-term capital gain or loss if the U.S. Holder's holding period in the ADSs is greater than one year at the time of the sale, exchange or other disposition. Such capital gain or loss will generally be treated as U.S.-source income or loss, as applicable, for U.S. foreign tax credit purposes. A U.S. Holder's ability to deduct capital losses is subject to certain limitations.

### U.S. Taxation of "Non-U.S. holders"

A beneficial owner of an ADS that is not a U.S. Holder is referred to herein as a "Non-U.S. Holder."

Distributions. Non-U.S. Holders generally will not be subject to U.S. federal income tax or withholding tax on dividends received from us with respect

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to our common stock, unless the dividends are effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States or, if the Non-U.S. Holder is entitled to the benefits of an income tax treaty with respect to those dividends, those dividends are attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States.

Sale, Exchange or Other Disposition of ADSs. Non-U.S. Holders generally will not be subject to U.S. federal income tax or withholding tax on any gain realized upon the sale, exchange or other disposition of our ADSs unless: (i) the gain is effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States or, if the Non-U.S. Holder is entitled to the benefits of an income tax treaty with respect to that gain, that gain is attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States; or (ii) the Non-U.S. Holder is an individual who is present in the United States for 183 days or more during the taxable year of disposition and other conditions are met.

If the Non-U.S. Holder is engaged in a U.S. trade or business for U.S. federal income tax purposes, the income from the ADSs, including dividends on the underlying common stock and the gain from the sale, exchange or other disposition of such stock that is effectively connected with the conduct of that trade or business, will generally be subject to regular U.S. federal income tax in the same manner as discussed in the previous section relating to the taxation of U.S. Holders. In addition, if you are a corporate Non-U.S. Holder, your earnings and profits that are attributable to the effectively connected income, which are subject to certain adjustments, may be subject to an additional branch profits tax at a rate of 30%, or at a lower rate specified by an applicable income tax treaty.

### Backup Withholding and Information Reporting

In general, dividend payments, or other taxable distributions, made within the United States to you will be subject to information reporting requirements. In addition, such payments will be subject to "backup withholding" if you are a non-corporate U.S. Holder and you:

- o fail to provide an accurate taxpayer identification number;
- o are notified by the IRS that you have failed to report all interest or dividends required to be shown on your federal income tax returns; or
- o in certain circumstances, fail to comply with applicable certification requirements.

Non-U.S. Holders may be required to establish their exemption from information reporting and backup withholding by certifying their status on IRS Form W-8BEN, W-8ECI or W-8IMY, as applicable.

If you sell your ADSs to or through a U.S. office or broker, the payment of the proceeds is subject to both U.S. backup withholding and information reporting unless you certify that you are a non-U.S. person, under penalties of perjury, or you otherwise establish an exemption. If you sell your ADSs through a non-U.S. office of a non-U.S. broker and the sales proceeds are paid to you outside the United States then information reporting and backup withholding generally will not apply to that payment. However, U.S. information reporting requirements, but not backup withholding, will apply to a payment of sales proceeds, including a payment made to you outside the United States, if you sell your ADSs through a non-U.S. office of a broker that is a U.S. person or has some other contacts with the United States.

Backup withholding is not an additional tax. Rather, you generally may

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obtain a refund of any amounts withheld under backup withholding rules that exceed your income tax liability by filing a refund claim with the IRS.

### Danish Tonnage Taxation Scheme

On February 6, 2002, the Danish Government proposed a bill regarding Tonnage Taxation, which was enacted on April 18, 2002. According to the new Tonnage Taxation Act, taxable income will no longer be calculated as the difference between taxable income and deductible expenses as under the normal corporate taxation. Instead, taxable income is calculated with reference to the tonnage used by the Company during the year. The legislation was implemented retroactively from January 1, 2001 and in connection with the submission of tax return for 2001 the Company decided to enter the tonnage taxation scheme with effect from January 1, 2001.

The election is binding for a ten-year period and, accordingly, we will be covered by the tonnage tax system until 2010.

Taxable income under the tonnage tax system is calculated using fixed rates per 100 net tons per day for the vessels. When calculating taxable income according to the tonnage tax system, no deductions or depreciation charges are allowed.

It is as yet uncertain whether activities in relation to management of pools of vessels owned by other shipping companies can or cannot be taxed according to the tonnage tax system, but will be taxed in accordance with the ordinary Danish corporate tax legislation. Effective from January 1, 2007, fees received for management are eligible for tonnage taxation subject to EU approval of a change in the Danish tonnage tax law. Special rules apply in relation to the treatment of financial income/expenses.

The taxable income for a Company for a given period is calculated as the sum of the taxable income under the tonnage tax system and the taxable income made up in accordance with to the ordinary Danish corporate tax system. The taxable income is taxed at the normal corporate tax rate (presently 28 %, for 2007: 25%). The taxable income may be offset by tax losses carried forward following the normal Danish Tax rules.

Capital gains in connection with the sale of vessels - calculated for each vessel as the difference between the sales price and the acquisition price plus expenses incurred for improvement of the vessel - are taxed in accordance with the normal tax legislation. Subject to final EU approval of a change in the Danish tonnage tax law, for vessels acquired on or after January 1, 2007, the gain is tax exempt.

Generally, recaptured depreciation should be taken into income. However, such taxation may be deferred if new vessels are contracted within certain time limits.

In this respect, when converting to the tonnage tax system, the existing vessels are transferred to a transition account at their tax value. Any costs relating to improvements of these vessels are added to this account. Vessels acquired after transferring (January 1, 2001) to the tonnage tax system are booked on a special netting account. Costs relating to improvement of these vessels are added to the netting account. If a vessel is sold, the smaller amount of the sales price and the actual acquisition price plus expenses for improvements shall reduce the transition account (if the ships were acquired prior to entering the tonnage tax system) or netting account (if the ships were acquired after entering the tonnage tax system).

The transition and netting accounts are reduced annually by a depreciation rate of 12 %. If the transition account is negative and at the same time the

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netting account is positive, the reduction is made on the basis of the net amount.

If the shipping company's transition account becomes negative, the negative amount shall be included in the taxable income unless the negative amount is fully or partially neutralized by a positive amount on the netting account plus contracted newbuild tonnage which shall be delivered within maximum three years.

In accordance with Danish accounting principles, the provision for deferred tax that existed at the date of enactment was released to income in 2002, which was in accordance with shipping industry practice in Denmark. However, TORM changed its accounting policies in 2005 to comply with IFRS and in order to align the accounting under IFRS and under U.S. GAAP deferred tax assets and liabilities are recorded in the balance sheet. As at December 31, 2006, the Company carried a deferred tax liability of USD 62.8 million in the balance sheet. In 2006, the Company paid income taxes, including tonnage tax, of USD 3.2 million. The Company paid no income taxes in 2001, 2002 and 2003 due to tax losses carried forward.

The tonnage tax legislation is relatively new, and the guidance from the authorities is not detailed in every aspect. Accordingly, in connection with the preparation of our tax returns for 2001, 2002, 2003, 2004 and 2005, we made interpretations of the new tonnage tax legislation some of which have been challenged by the tax authorities. We agree in part to some of the alternative interpretations presented by the tax authorities whereas we do not agree to other of the alternative interpretations presented. The differences in interpretation primarily relate to whether certain income and expense items are taxable under the tonnage taxation scheme or the ordinary Danish corporate tax legislation. The tax authorities have concluded their assessment of the tax returns for 2001 to 2004 and the assessment for 2005 has not been completed. However, we have filed a complaint regarding the assessments for 2001 to 2004.

F. Dividends and paying agents.

Not Applicable.

G. Statement by experts.

Not Applicable.

H. Documents on display.

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended. In accordance with these requirements we file and submit reports and other information with the Securities and Exchange Commission. These materials, including this annual report and the accompanying exhibits, may be inspected and copied at the public reference facilities maintained by the Securities and Exchange Commission at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of these materials can also be obtained upon written request from the Public Reference Section of the SEC at its principal office in Washington, D.C. 20549, at prescribed rates or from the SEC's website on the Internet at <http://www.sec.gov>, free of charge. Please call the SEC at 1-800-SEC-0330 for further information on public reference rooms. In addition, documents referred to in this annual report may be inspected at our headquarters at 18 Tuborg Havnevej, DK-2900 Hellerup, Denmark.

I. Subsidiary Information

Not Applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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We are exposed to market risk from foreign currency fluctuations, changes in interest rates and changes in the prices of fuel oil. The Company sets up all bunker hedging, and indeed any other form of hedging, entirely on the basis of the specific market hedging requirements. In general, hedge accounting is applied systematically and is based upon policies.

On a limited scale and within the boundaries set out by the Board of Directors, the Company from time to time enters into FFA and bunker contracts as a supplement to the physical position in vessels.

The sensitivity analyses presented in Note 21 in our consolidated financial statements do not consider the effects that such adverse change may have on overall economic activity, nor do they consider additional actions management may take to mitigate its exposure to such changes. Actual results may differ. For an overview of the fair value of the derivative financial instruments please refer to Note 20.

### Foreign Exchange Rate Risk

As TORM uses USD as measurement currency and most of the Company's transactions are denominated in USD, TORM only has limited transaction risk, which primarily relates to costs in DKK.

Exchange rate risks are assessed in relation to the USD, and the Company's policy is to minimize the impact of exchange rate fluctuations on the financial statements and on the financial position of the Company, typically by entering into forward contracts.

The expected cash flow in relation to the payment of technical expenses in non-USD related currencies, salaries, wages and other administrative expenses and dividends are typically hedged for a period of up to twelve months ahead.

In order to manage this risk, we enter into forward contracts and currency options. Please refer to Note 21 in our consolidated financial statements for information relating to contracts entered into.

### Interest Rate Risk

TORM's interest rate risk generally relates to its interest bearing mortgage debt. All the Company's loans for financing vessels are denominated in USD, and most carry variable interest.

In certain cases, the Company utilizes financial instruments to manage the effects of interest rate changes on earnings and cash resources. The Company typically uses interest rate swaps, which are entered into for periods of up to five years, although typically for two to three years when acceptable interest rate levels can be obtained. For shorter interest rate hedging, the Company from time to time uses FRAs.

The profile of the instruments always matches the profile of the particular loan in question. When assessing interest rate risk hedging for its loan portfolio, TORM takes into consideration expected interest rate developments and future changes to the composition of the fleet in order to meet ongoing and future market expectations and requirements.

Please refer to Note 21 in our consolidated financial statements for information relating to contracts entered into.

### Bunker Price Risk

The Company's operating result is affected by movement in the price of



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fuel oil consumed by the vessels - known in the industry as bunkers. To cover this risk, the Company hedges the price of part of its bunker requirements for a period of up to 12 months forward. TORM has during 2006 started to apply hedge accounting to certain bunker hedges.

In light of the Company's pool arrangements, bunker requirements of tankers are not hedged individually in respect of cargo contracts or other forms of bunker hedging. Instead, bunker hedging is planned taking into account the specific pool's total estimated bunker requirements. Nonetheless, where a contract of affreightment covering several voyages has been fixed, the pool may hedge bunker requirements specifically for such a contract.

For bulk carriers, the bunker requirements are similarly hedged to match cargo contract commitments, but the requirements are generally less, given that a larger part of earnings derive from vessels chartered out on time charter, where the charterer is responsible for the payment of bunkers.

Please refer to Note 21 in our consolidated financial statements for information relating to contracts entered into.

### Freight Rate Risk

The majority of our tanker vessels are operated on spot voyage charters through our pools. To manage our exposure to fluctuations in the freight rates we may place certain of the pool's vessels on time charter or enter into Contracts of Affreightment (COA) or freight derivatives (FFA, synthetic T/C, profit split etc.). Our bulk vessels are primarily placed on time charters.

The COA's would meet the definition of a derivative financial instrument according to SFAS 133, but since we in nearly all instances take physical delivery, our COA's qualify for the normal sales and purchase exemption and are therefore not accounted for as derivative financial instruments. The freight derivatives are purely paper deals that require no physical delivery of either a vessel or a cargo and as such are treated as a derivative financial instrument.

### ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not Applicable.

## Part II

### ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

Neither we nor any of our subsidiaries have been subject to a material default in the payment of principal, interest, a sinking fund or purchase fund installment or any other material default that was not cured within 30 days. In addition, the payment of our dividends are not, and have not been in arrears or have not been subject to a material delinquency that was not cured within 30 days.

### ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None

### ITEM 15. CONTROLS AND PROCEDURES

a) Disclosure of controls and procedures.

As of December 31, 2006, the Company carried out an evaluation, under the

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supervision and with the participation of the Company's management, including the Chairman and Chief Executive Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(e). Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the company in the report it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time period specified in the SEC rules and forms, and to ensure that information required to be disclosed by the company in the report it files or submits under the Exchange Act is accumulated and communicated to the company's management including its principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure.

In designing and evaluating the disclosure controls and procedures, Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

### b) Report of TORM Management on Internal Control Over Financial Reporting

TORM's Management is responsible for establishing and maintaining adequate internal control over financial reporting. The TORM Group's internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation and fair presentation of its published consolidated financial statements.

All internal control systems no matter how well designed have inherent limitations. Therefore, even those systems determined to be effective may not prevent or detect misstatements and can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

TORM's Management assessed the effectiveness of the Group's internal control over financial reporting as of December 31, 2006. In making this assessment, they used the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment and criteria, Management has concluded that, as of December 31, 2006, TORM Group's internal control over financial reporting is effective based on those criteria.

Management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2006 has been audited by Deloitte, Statsautoriseret Revisionsaktieselskab, Denmark, an independent registered public accounting firm, as stated in their report which is included in exhibit F2.

### c) Changes in internal control over financial reporting.

There have been no significant changes in our internal controls or in other factors that could have significantly affected those controls in the current period, including any corrective actions with regard to significant deficiencies and material weaknesses.

### d) Report of the independent registered public accounting firm

To the shareholders of A/S Dampskibsselskabet Torm

We have audited the report of Torm management on Internal Control Over Financial Reporting appearing under Item 15 of this Form 20-F, that

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Aktieselskabet Dampskibsselskabet Torm and subsidiaries (the "Company") maintained effective internal control over financial reporting as of December 31, 2006, based on criteria established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that the Company maintained effective internal control over financial reporting as of December 31, 2006, is fairly stated, in all material respects, based on the criteria established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2006, based on the criteria established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), consolidated balance sheet and the related consolidated statement of operations, changes in shareholders'

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equity, and cash flow for the year ended December 31, 2006 of the Company and our report dated June 26, 2007 expressed an unqualified opinion on those financial statements and includes an explanatory paragraph relating to differences between International Financial Reporting Standards as adopted by the European Union and accounting principles generally accepted in the United States of America.

Copenhagen, Denmark

June 26, 2007

Deloitte Statsautoriseret Revisionsaktieselskab

### ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

We have established an audit committee of the board of directors comprised of two independent members. Our audit committee does not include a financial expert because it is not consistent with Danish practice.

### ITEM 16B. CODE OF ETHICS

During 2006 TORM established a Code of Ethics and Conduct, which is an extension of TORM's core values and reflects our continued commitment to ethical business practices and regulatory compliance.

The purpose of the code is to set standards of behavior in TORM and in the way of doing business with TORM and to specify what is the encouraged and the accepted behaviors and the mandatory consequences for not complying with these standards.

The Code of Ethics and Conduct will be revised and updated as needed, reflecting changes in personnel policies, business and regulations.

### ITEM 16C. PRINCIPAL ACCOUNTING FEES AND SERVICES

Deloitte Statsautoriseret Revisionsaktieselskab, Copenhagen, Denmark is the independent accounting firm that audits the financial statements of the Company and its subsidiaries and is the principal accountant for the audit of the Company.

The aggregate fee for audit and audit services provided by Deloitte to the Company in 2006 and 2005 were:

(in USD million)	2006	2005
Audit Fees	0.8	0.5
Audit-Related Fees	0.0	0.0
Tax Fees	0.1	0.1
All Other Fees	0.0	0.0
Total	0.9	0.6

Audit Fees consist of fees for the audit of our financial statements, consents, and review of documents in connection with filings with the SEC and other statutory or regulatory filings. Audit-Related Fees consist of fees, other than Audit Fees, for assurances and related services that are reasonably related to the performance of the audit and review of our financial statements. Tax Fees consist of fees for services rendered for tax compliance, tax advice and tax

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planning. All Other Fees consist of fees for all services other than audit, audit related or tax related services.

Our Audit Committee pre-approves all audit, audit-related and non-audit services not prohibited by law to be performed by our independent auditors and associated fees prior to the engagement of the independent auditor with respect to such services.

### ITEM 16D. EXEMPTIONS FROM LISTING STANDARDS FOR AUDIT COMMITTEES

None.

### ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASES

None.

## Part III

### ITEM 17. FINANCIAL STATEMENTS

We specifically incorporate by reference in response to this item the report of the independent auditors, the consolidated audited financial statements and the accompanying notes, appearing on pages F-1 through F-51.

#### Non-GAAP measures

In this document we use the measures: equity ratio, net interest bearing debt and invested capital. Although not GAAP measures they are all commonly used financial measures according to the Danish Society of Financial Analysts.

#### Equity ratio

Equity ratio measures the proportion of the total assets, which is financed by equity. We believe that it is a relevant measure, which management uses to measure the overall development in our financial position. Equity ratio is calculated as follows:

(in USD million)	2004	2005	2006
	----	----	----
Equity	715,4	904.7	1,280.8
Divided by Total assets	1,239,6	1,810.1	2,089,0
Equals Equity ratio	57.7%	50.0%	61.3%

#### Net interest bearing debt

Net interest bearing debt measures the net capital resources, which cause net interest expenditure and interest rate risk and which together with the equity are used to finance our investments. As such we believe that net interest bearing debt is a relevant measure, which management uses to measure the overall development of our use of financing other than equity. Net interest bearing debt is calculated as follows:

(in USD million)	2004	2005	2006
	----	----	----
Mortgage debt and bank loans	395.4	789.0	694.9
Less Cash and cash equivalents	(65.5)	(156.7)	(33.0)
Less Bonds	(58.1)	(0.2)	(0.0)
	-----	-----	-----
Equals Net interest bearing debt	271.8	632.1	661.9

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### Invested capital

Invested capital measures the net investments used to achieve our profit before financial items. We believe that invested capital is a relevant measure that management uses to measure the overall development of the assets and liabilities generating our net profit. Invested capital is calculated as follows:

(in USD million)	2004	2005	2006
	----	----	----
Tangible fixed assets	688.0	1,167.1	1,323.7
Plus Inventories	5.8	10.9	12.1
Plus accounts receivable	53.7	70.9	75.8
Plus Non-current assets held for sale	0.0	43.4	0.0
Less Deferred tax	(73.2)	(54.6)	(62.8)
Less Trade accounts payable	(15.7)	(22.9)	(18.7)
Less Current tax liabilities	(9.4)	(9.4)	(4.6)
Less Other liabilities	(23.1)	(23.6)	(26.0)
Less Deferred income	(7.4)	(6.0)	(1.1)
	-----	-----	-----
Equals Invested capital	618.7	1,175.8	1,298.4

### ITEM 18. FINANCIAL STATEMENTS

Not Applicable.

### TORM AND SUBSIDIARIES INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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Consolidated Statements of Total Gains and Losses for the years ended December 31, 2004 and 2005.....	F-6
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### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO THE SHAREHOLDERS OF AKTIESELSKABET DAMPSKIBSSELSKABET TORM

We have audited the accompanying consolidated balance sheets of Aktieselskabet Dampskibsselskabet Torm and subsidiaries (the "Company") as of December 31, 2006 and 2005, and the related consolidated statements of operations, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2006. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting

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principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Aktieselskabet Dampskibsselskabet Torm and subsidiaries as of December 31, 2006 and 2005, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2006, in conformity with International Financial Reporting Standards as adopted by the European Union.

International Financial Reporting Standards as adopted by the European Union vary in certain significant respects from accounting principles generally accepted in the United States of America. Information relating to the nature and effect of such differences is presented in Note 28 to the consolidated financial statements.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company's internal control over financial reporting as of December 31, 2006, based on the criteria established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated June 26, 2007 expressed an unqualified opinion on management's assessment of the effectiveness of the Company's internal control over financial reporting and an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

June 26, 2007

Deloitte Statsautoriseret Revisionsaktieselskab  
Copenhagen, Denmark

TORM AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
For The Years Ended December 31, 2004, 2005 and 2006  
(EXPRESSED IN THOUSANDS OF USD)

	Note	2004	2005	2006
	----	----	----	----
Revenue		442,600	585,611	603,717
Port expenses, bunkers and commissions		(83,769)	(124,968)	(148,943)
Freight and bunkers derivatives		(9,280)	3,194	620
		-----	-----	-----
Time charter equivalent earnings		349,551	463,837	455,394
Charter hire		(59,592)	(82,139)	(106,329)
Operating expenses	4	(49,791)	(66,744)	(77,624)
		-----	-----	-----
Gross profit (Net earnings from shipping activities)	3	240,168	314,954	271,441
Profit from sale of vessels		0	54,731	54,362
Administrative expenses	4, 5	(38,637)	(31,176)	(34,594)
Other operating income		13,139	12,570	9,839
Depreciation and impairment losses	7	(35,181)	(47,894)	(58,915)

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Operating profit		179,489	303,185	242,133
Financial income	8	42,788	26,004	39,473
Financial expenses	8	(16,949)	(29,822)	(40,520)
Profit before tax		205,328	299,367	241,086
Tax expenses	10	(18,715)	(4)	(6,574)
Net profit for the year		186,613	299,363	234,512

	Note	2005	2006
Earnings per share (USD)	25	4.3	3.4
Earnings per share (DKK) *)		25.8	20.2
Diluted earnings per share (USD)	25	4.3	3.4
Diluted earnings per share (DKK) *)		25.7	20.2

\*) Calculated from USD to DKK at the average USD/DKK exchange rate for the relevant period. The comparative figures has been restated in accordance with the share split of May 23, 2007.

The accompanying notes are an integrated part of these financial statements

TORM AND SUBSIDIARIES  
CONSOLIDATED balance sheets  
As of December 31, 2005 and 2006  
(Expressed in thousands of USD)

	Note	2005	2006
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Tangible fixed assets			
Land and buildings		883	374
Vessels and capitalized dry-docking	15	1,066,474	1,136,408
Prepayments on vessels		97,397	183,348
Other plant and operating equipment		2,319	3,575
	7	1,167,073	1,323,705
Financial fixed assets			
Other investments	6	360,993	644,409
		360,993	644,409
Total non-current assets		1,528,066	1,968,114
<b>CURRENT ASSETS</b>			
Inventories of bunkers		10,869	12,134
Freight receivables, etc.	9	53,890	49,690
Other receivables		14,133	21,500
Prepayments		2,853	4,546
Marketable securities		241	0



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Cash and cash equivalent		156,728	33,035
		-----	-----
		238,714	120,905
Non-current assets held for sale	24	43,358	0
		-----	-----
Total current assets		282,072	120,905
		-----	-----
TOTAL ASSETS		1,810,138	2,089,019
		-----	-----

The accompanying notes are an integrated part of these financial statements.

TORM AND SUBSIDIARIES  
CONSOLIDATED balance sheets (continued)  
As of December 31, 2005 and 2006  
(EXPRESSED IN THOUSANDS OF USD)

	Note	2005
	----	----
SHAREHOLDERS' EQUITY AND LIABILITIES		
SHAREHOLDERS' EQUITY		
Common shares	11	61,098
Treasury shares	11	(7,708)
Revaluation reserves		296,448
Retained profit		415,306
Proposed dividend		132,382
Hedging reserves		3,258
Translation reserves		3,867
		-----
Total shareholders' equity		904,651
		-----
LIABILITIES		
Non-current liabilities		
Deferred tax liability	10	54,560
Mortgage debt and bank loans	13,15	729,088
		-----
Total non-current liabilities		783,648
		-----
Current liabilities		
Mortgage debt and bank loans	13,15	59,926
Trade payables		22,918
Current tax liabilities		9,381
Other liabilities	14	23,592
Deferred income	12	6,022
		-----
Total current liabilities		121,839
		-----
Total liabilities		905,487
		-----
Total shareholders' equity and liabilities		1,810,138
		-----
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The accompanying notes are an integrated part of these financial statements.

TORM AND SUBSIDIARIES

Consolidated statement of changes in shareholders' equity

As of December 31, 2004, 2005 and 2006

(Expressed in millions of USD)

	Common shares	Treasury Shares	Retained profit	Proposed dividends	reco ----- Revaluati reserve -----
SHAREHOLDERS' EQUITY					
Balance at January 1, 2004	30.5	(8.7)	174.3	36.7	118.7
Changes in shareholders' equity 2004:					
Exchange rate adjustment arising on translation of entities using a measurement currency different from USD					
Reversal of deferred gain/loss on cash flow hedges at the beginning of the year					
Deferred gain/loss on cash flow hedges at year-end					
Reversal of fair value adjustment on available for sale investments at the beginning of the year					(118.7)
Fair value adjustment on available for sale investments at year-end					319.3
Net gains/losses recognized directly in the equity	0.0	0.0	0.0	0.0	200.6
Profit for the year			186.6		
Total income/(expenses) for the year	0.0	0.0	186.6	0.0	200.6
Disposal of treasury shares, cost		1.0			
Gain on disposal of treasury shares			0.1		
Dividends paid				(35.4)	
Dividends paid on treasury shares			1.5		
Exchange rate adjustment on dividends paid			1.3	(1.3)	
Proposed dividend for the financial year			(99.9)	99.9	

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Exercise of share options			5.1		
Bonus share issue	30.6		(30.6)		
Cost of bonus share issue			0.0		
Total changes in equity 2004	30.6	1.0	64.1	63.2	200.6
Equity at December 31, 2004	61.1	(7.7)	238.4	99.9	319.3
Changes in equity 2005:					
Exchange rate adjustment arising on translation of entities using a measurement currency different from USD					
Reversal of deferred gain/loss on hedge instruments at the beginning of the year					
Deferred gain/loss on hedge instruments at year-end					
Reversal of fair value adjustment on available for sale investments at the beginning of the year					(319.3)
Fair value adjustment on available for sale investments at year-end					296.4
Net gains/losses recognized directly in the equity	0.0	0.0	0.0	0.0	(22.9)
Profit for the year			299.4		
Total recognized income/(expenses) for the year	0.0	0.0	299.4	0.0	(22.9)
Disposal of treasury shares, cost		0.0			
Dividends paid				(94.5)	
Dividends paid on own shares			4.1		
Exchange rate adjustment on dividends paid			5.4	(5.4)	
Exercise of share options			0.4		
Proposed dividend for the financial year			(132.4)	132.4	
Total changes in equity 2005	0.0	0.0	176.9	32.5	(22.9)
Equity at December 31, 2005	61.1	(7.7)	415.3	132.4	296.4
Changes in equity 2006:					
Exchange rate adjustment arising on translation of entities using a measurement currency different from USD					
Reversal of deferred gain/loss on hedge instruments at the beginning of the year					
Deferred gain/loss on hedge instruments at year-end					
Reversal of fair value adjustment on available for sale investments at the beginning of the year					(296.4)
Fair value adjustment on available for sale investments at year-end					579.8
Net gains/losses recognized directly in the equity	0.0	0.0	0.0	0.0	283.4
Profit for the year			234.5		
Total recognized income/(expenses) for the year	0.0	0.0	234.5	0.0	283.4
Purchase of treasury shares, cost		(10.4)			
Disposal of treasury shares, cost		0.0			
Dividends paid				(140.1)	
Dividends paid on own shares			5.9		

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Exchange rate adjustment on dividends paid			(7.7)	7.7	
Exercise of share options			0.4		
Proposed dividend for the financial year			(73.9)	73.9	
Total changes in equity 2006	0.0	(10.4)	159.2	(58.5)	283.4
Equity at December 31, 2006	61.1	(18.1)	574.5	73.9	579.8

The accompanying notes are an integrated part of these financial statements.

TORM AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOW  
FOR THE YEARS ENDED DECEMBER 31, 2004, 2005 AND 2006  
(Expressed in thousands of USD)

	Note	2004	2005	2006
	----	----	----	----
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Operating profit		179,489	303,185	242,000
Adjustments:				
Reversal of profit from sale of vessels		0	(54,731)	(54,731)
Reversal of depreciation and impairment losses		35,181	47,894	58,000
Reversal of other non-cash movements	27	4,112	(6,523)	6,000
Dividends received		34,157	12,825	26,000
Interest income and exchange rate gains		3,395	7,809	10,000
Interest expenses		(15,659)	(26,045)	(40,000)
Income taxes paid		(471)	(7,505)	(3,000)
Change in inventories, accounts receivables and payables		(12,178)	(15,797)	(12,000)
Net cash inflow/(outflow) from operating activities		228,026	261,112	232,000
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Investment in tangible fixed assets		(187,133)	(635,877)	(262,000)
Sale of/investment in equity interests and securities		0	(15,415)	0
Sale of non-current assets		0	178,157	144,000
Net cash inflow/(outflow) from investing activities		(187,133)	(473,135)	(117,000)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Borrowing, mortgage debt and other financial liabilities		146,072	645,493	162,000
Repayment/redemption, mortgage debt		(85,688)	(251,905)	(256,000)
Repayment/redemption, lease liabilities		(30,348)	0	0
Dividends paid		(33,824)	(90,401)	(134,000)
Purchase/disposal of treasury shares		1,023	40	(10,000)
Cash inflow/(outflow) from financing activities		(2,765)	303,227	(238,000)
Net cash inflow/(outflow) from operating, investing and financing activities		38,128	91,204	(123,000)
Cash and cash equivalents, at January 1		27,396	65,524	156,000

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Cash and cash equivalents, at December 31	65,524	156,728	33
Of which used as collateral	0	0	
	65,524	156,728	33
	-----	-----	-----

The accompanying notes are an integrated part of these financial statements.

### TORM AND SUBSIDIARIES - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2006

#### NOTE 1

##### ACCOUNTING POLICIES

The annual report has been prepared in accordance with the International Financial Reporting Standards as adopted by the EU and the disclosure requirements for Danish listed companies' financial reporting.

The annual report also complies with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board (IASB).

The financial statements are prepared in accordance with the historical cost convention except where fair value accounting is specifically required by IFRS.

The functional currency in all major entities is USD, and the Group applies USD as presentation currency in the preparation of financial statements.

##### CHANGES IN ACCOUNTING POLICIES AND PRESENTATION

TORM has implemented the following standards and changes to standards in the annual report for 2006:

IFRS 7 "Financial Instruments: Disclosures". The standard adds certain new disclosures about financial instruments to those currently required by IAS 32, replaces the disclosures now required by IAS 30 and compiles all of those financial instruments disclosures together in a new standard.

Amendment to IAS 1 "Presentation of Financial Statements". The amendment introduces disclosure requirements about the level of capital and how the capital is managed.

In addition, TORM has implemented IFRIC 8 "Scope of IFRS 2 Share-based Payment" and IFRIC 9 "Reassessment of Embedded Derivatives".

The implementation of the above standards, changes to standards and interpretations has not affected TORM's financial statements. However, disclosures have been added due to the implementation.

A new line "Freight and bunkers derivatives" has been added in the income statement. The income statement effect of forward freight agreements, forward bunker contracts and other shipping related derivatives for which hedge accounting is not applied is included in this line. Previously, the effect was included in "Revenue" and "Port expenses, bunkers and commissions" respectively. The volume of trade with freight forward agreements and forward bunker contracts is increasing and in periods of high volatility in freight rates and oil prices

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the change in the value of the contracts for which hedge accounting is not applied may affect the income statement materially. Although all freight and bunker derivatives are regarded as part of the time charter equivalent earnings, it is TORM's view that presenting these contracts separately provides a more relevant presentation of "Revenue" and "Port expenses, bunkers and commissions" for the period. The comparative figures have been reclassified accordingly. Revenue in 2005 is reduced by USD 1.4 million, and port expenses, bunkers and commissions are increased by USD 1.8 million as a result of the change. Revenue in 2004 is increased by USD by 9.3 million and port expenses, bunkers and commissions are increased by less than 0.1 million.

Note 17 includes lease liabilities relating to vessels not yet delivered. Previously, the lease liabilities presented only represented delivered vessels. While there may be uncertainty relating to the delivery of vessels, it is TORM's view that including these liabilities in the note provides a more relevant presentation of the contractual liabilities. The comparative figures have been adjusted accordingly. The lease liabilities in 2005 are increased by USD 228 million as a result of the change. The change has no effect on any financial statement line items and earnings per share in 2005.

### ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

IASB has issued IFRS 8 "Operating Segments" in November 2006. The standard replaces IAS 14 and aligns segment reporting with the requirements of SFAS 131 under USGAAP. TORM expects to implement this standard with effect from the financial year 2007 if adopted by the EU.

IASB also issued IFRIC 10 "Interim Financial Reporting and Impairment" in July 2006 and IFRIC 11 "IFRS 2: Group and Treasury Shares Transactions" in November 2006. TORM expects to implement these interpretations when they become effective and adopted by the EU in 2007 and 2008 respectively.

TORM expects that implementation of the standard and interpretations do not have material effect on the annual report and interim reporting.

### KEY ACCOUNTING POLICIES

The Management considers the following to be the most important accounting policies for the TORM Group.

#### Participation in pools

TORM generates its revenue from shipping activities, which to a large extent are conducted through pools. Total pool revenue is generated from each vessel participating in the pools in which the Group participates and is based on either voyage or time charter parties. The pool measures net revenues based on the contractual rates and the duration of each voyage, and net revenue is recognized upon delivery of service in accordance with the terms and conditions of the charter parties.

The pools are regarded as jointly controlled operations, and the Group's share of the income statement and balance sheet in the respective pools is accounted for by recognizing a proportional share, based on participation in the pool, combining items of uniform nature. The Group's share of the revenues in the pools is primarily dependent on the number of days the Group's vessels have been available for the pools in relation to the total available pool earning days during the period.

TORM acts as pool manager for three pools in which the Group is participating with a significant number of vessels. As pool manager, TORM receives a chartering commission income to cover the expenses associated with this role. The chartering commission income is calculated as a fixed percentage

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of the freight income from each charter agreement. If the pool does not earn any freight income, TORM will not receive any commission income. The commission income is recognized in the income statement under "Other operating income" simultaneously with the recognition of the underlying freight income in the pool.

### Cross over voyages

Revenue and the related expenses are recognized upon delivery of service in accordance with the terms and conditions of the charter parties. For cross over voyages (voyages in progress at the end of a reporting period) the uncertainty and the dependence on estimates are greater than for concluded voyages. The Group recognizes a percentage of the estimated revenue for the voyage equal to the percentage of the estimated duration of the voyage completed on the balance sheet date. The estimate of revenue is based on the expected duration and destination of the voyage. Voyage expenses are recognized as incurred.

When recognizing net revenue, there is a risk that the actual number of days it takes to complete the voyage will differ from the estimate, and for time charter parties a lower day rate may have been agreed for additional days. The contract for a single voyage may state several alternative destination ports. The destination port may change during the voyage, and the rate may vary depending on the destination port. Changes to the estimated duration of the voyage as well as changing destinations and weather conditions will affect the voyage expenses.

### Demurrage revenues

Freight contracts contain conditions regarding the amount of time available for loading and discharging of the vessel. If these conditions are breached, TORM is compensated for the additional time incurred in the form of a demurrage revenue. Demurrage revenues are recognized upon delivery of service in accordance with the terms and conditions of the charter parties.

Upon completion of the voyage, the Group assesses the time spent in port, and a demurrage claim based on the relevant contractual conditions is submitted to the charterers. The claim will often be met by counter claims due to differences in the interpretation of the agreement compared to the actual circumstances of the additional time used. Based on previous experience, 95% of the demurrage claim submitted is recognized as demurrage revenue. The Group receives the demurrage payment upon reaching final agreement of the amount, which on average is approximately 100 days after the original demurrage claim was submitted. If the Group accepts a reduction of more than 5% of the original claim, or if the charterer is not able to pay, demurrage revenue will be affected.

### Vessels

Vessels are measured at cost less accumulated depreciation and accumulated impairment losses. Cost comprises acquisition cost and costs directly related to the acquisition up until the time when the asset is ready for use including interest expenses incurred during the period of construction based on the loans obtained for the vessels.

All major components of vessels, except for dry-docking costs, are depreciated on a straight-line basis to the estimated residual value over their estimated useful lives, which TORM estimates to be 25 years. The Group considers that a 25-year depreciable life is consistent with that used by other shipowners with comparable tonnage. Depreciation is based on cost less the estimated residual value. Residual value is estimated as the lightweight tonnage of each vessel multiplied by scrap value per ton. The useful life and the residual value of the vessels are reviewed at least at each financial year-end based on market

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conditions, regulatory requirements and the Group's business plans. The Group also evaluates the carrying amounts to determine if events have occurred that indicate impairment and would require a modification of their carrying amounts.

Prepayment on vessels is measured at costs incurred.

### Dry-docking costs

The vessels are required to undergo planned dry-dockings for replacement of certain components, major repairs and maintenance of other components, which cannot be carried out while the vessels are operating, approximately every 30 and 60 months depending on the nature of work and external requirements. These dry-docking costs are capitalized and depreciated on a straight-line basis over the estimated period until the next dry-docking. The residual value of such components is estimated at nil. The useful life of the dry-docking costs are reviewed at least at each financial year-end based on market conditions, regulatory requirements and TORM's business plans.

A portion of the cost of acquiring a new vessel is allocated to the components expected to be replaced or refurbished at the next dry-docking. The two elements are recognized and depreciated separately. For newbuildings, the initial dry-docking asset is segregated and capitalized separately. The cost of such asset is estimated based on the expected costs related to the first-coming dry-docking, which is again based on experience and past history of similar vessels. For second-hand vessels, a dry-docking asset is also segregated and capitalized separately, however, taking into account the normal docking intervals in TORM.

At subsequent dry-dockings, the costs comprise the actual costs incurred at the dry-docking yard. Dry docking costs may include the cost of hiring crews to effect replacements and repairs and the cost of parts and materials used, cost of travel, lodging and supervision of TORM personnel and the cost of hiring third party personnel to oversee a dry-docking. Dry-docking activities include, but are not limited to, the inspection, service on turbocharger, replacement of shaft seals, service on boiler, replacement of hull anodes, applying of antifouling and hull paint, steel repairs and refurbishment and replacement of other parts of the vessel.

### Deferred tax

All significant Danish entities within the Group entered the Danish tonnage taxation scheme for a binding 10-year period with effect from 1 January, 2001 and have filed tax returns for the fiscal years 2001 to 2005. Under the Danish tonnage taxation scheme, taxable income is not calculated on the basis of income and expenses as under the normal corporate taxation. Instead, taxable income is calculated with reference to the tonnage used during the year. The taxable income for a company for a given period is calculated as the sum of the taxable income under the tonnage taxation scheme and the taxable income from the activities that are not covered by the tonnage taxation scheme made up in accordance with the ordinary Danish corporate tax system.

If the entities' participation in the Danish tonnage taxation scheme is abandoned or if the entities' level of investment and activity is significantly reduced, a deferred tax liability will become payable. A deferred tax liability is recognized in the balance sheet at each period end and is accounted for using the balance sheet liability method. The deferred tax liability relating to the vessels is measured on the basis of the difference between the tax value of the vessels at the date of entry into the tonnage taxation scheme and the lower of the cost and the realized or realizable sales value of the vessels.

### OTHER ACCOUNTING POLICIES



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### Consolidation principles

The consolidated financial statements comprise the financial statements of the Parent Company, A/S Dampskibsselskabet TORM and its subsidiaries, i.e. the entities in which the Parent Company, directly or indirectly, holds the majority of the votes or otherwise has a controlling interest.

Entities in which the Group holds between 20% and 50% of the votes and exercises significant but not controlling influence are regarded as associated companies.

Associated companies which are by agreement managed jointly with one or more other companies, and therefore subject to joint control (jointly controlled entities), are accounted for using proportionate consolidation, whereby the individual items in their financial statements are included in proportion to the ownership share.

The consolidated financial statements are prepared on the basis of the financial statements of the Parent Company, its subsidiaries and proportionately consolidated companies by combining items of a uniform nature and eliminating inter-company transactions, balances and shareholdings as well as realized and unrealized gains and losses on transaction between the consolidated companies. The financial statements used for consolidation purposes are prepared in accordance with the Group's accounting policies. Entities are included in the consolidated financial statements from the date of acquisition or founding until the date of disposal or winding up.

### Foreign currencies

The functional currency of all significant entities including subsidiaries and associated companies is USD, because the Group's vessels operate in international shipping markets, in which revenues and expenses are settled in USD, and the Group's most significant assets and liabilities in the form of vessels and related financial liabilities are in USD. Transactions in currencies other than the functional currency are translated into the functional currency at the date of the transactions.

Cash, accounts receivable and payable and other monetary items denominated in currencies other than the functional currency are translated into the functional currency at the exchange rate prevailing at the balance sheet date. Gains or losses due to differences between the exchange rate at the transaction date and the exchange rate at the settlement date or the balance sheet date are recognized in the income statement under "Financial items".

An exchange rate gain or loss relating to a non-monetary item carried at fair value is recognized in the same line as the fair value adjustment.

The reporting currency of the Group is USD. Upon recognition of entities with functional currencies other than USD, the financial statements are translated into USD. Items in the income statement are translated into USD at the average exchange rates for the period, whereas balance sheet items are translated at the exchange rates as at the balance sheet date. Exchange differences arising from the translation of financial statements into USD are recognized as a separate component of equity. On the disposal of an entity, the cumulative amount of the exchange differences deferred in the separate component of equity relating to that entity shall be transferred to the income statement as part of the gain or loss on disposal.

### Derivative financial instruments

Derivative financial instruments, primarily interest rate swaps, forward currency exchange contracts, forward freight agreements and forward contracts

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regarding bunker purchases are entered to hedge future committed or anticipated transactions. TORM applies hedge accounting under the specific rules for cash flow hedges when allowed and appropriate. In addition, TORM takes limited positions in forward freight agreements as a supplement to the Group's physical positions in vessels, which are not entered for hedge purposes.

Derivative financial instruments are initially recognized in the balance sheet at cost and are subsequently measured at their fair value as other receivables or other liabilities respectively.

Changes in fair value of derivative financial instruments, which are designated as cash flow hedges and deemed to be effective, are recognized directly in equity under "Hedging reserves". When the hedged transaction is recognized in the income statement, the cumulative value adjustment recognized in equity is transferred to the income statement and included in the same line as the hedged transaction. Changes in fair value of a portion of a hedge deemed to be ineffective are recognized in the income statement.

Changes in fair value of derivative financial instruments that are not designated as hedges are recognized in the income statement. While effectively reducing cash flow risk in accordance with the risk management policy of the Group, interest rate swaps with cap features, and certain forward freight agreements and forward contracts regarding bunker purchases do not qualify for hedge accounting. Changes in fair value of these derivative financial instruments are therefore recognized in the income statement under "Financial expenses" for interest rate swaps with cap features and under "Freight and bunkers derivatives" for forward freight agreements and forward bunker contracts. Changes in fair value of forward freight agreements, which are not entered for hedge purposes, are also recognized under "Freight and bunkers derivatives".

All fair values are based on market-to-market prices or standard pricing models.

### Segment information

TORM consists of two business segments: Tanker and Bulk. This segmentation is based on the Group's internal management and reporting structure in addition to evaluation of risk and earnings. Transactions between segments are based on market-related prices and are eliminated at Group level.

The Group only has one geographical segment, because the Group considers the global market as a whole, and as the individual vessels are not limited to specific parts of the world.

The segment income statement comprises revenues directly attributable to the segment and expenses, which are directly or indirectly attributable to the segment. Indirect allocation of expenses is based on distribution keys reflecting the segment's use of shared resources.

The segment non-current assets consists of the non-current assets used directly for segment operations.

Current assets are allocated to segments to the extent that they are directly attributable to segment operations, including inventories, outstanding freight, other receivables and prepayments.

Segment liabilities comprise segment operating liabilities including trade payables and other liabilities.

Not-allocated items primarily comprise assets and liabilities as well as revenues and expenses relating to the Group's administrative functions and

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investment activities, including cash and bank balances, interest bearing debt, income tax, deferred tax, etc.

### Employee benefits

Wages, salaries, social security contributions, paid holiday and sick leave, bonuses and other monetary and non-monetary benefits are accrued in the year in which the employees render the associated services.

### Pension plans

The Group has entered into defined contribution plans only. Pension costs related to defined contribution plans are recorded in the income statement in the year to which they relate.

### Share based compensation

The Board of Directors, the Management and a number of key employees participate in a share option scheme. The scheme provides these persons with the choices of cash settlement or receipt of TORM shares. At the balance sheet date a liability for the current fair value of the share options not exercised is recognized in the balance sheet under other liabilities. The change in the liability for the period is recognized in the income statement. The liability is measured using the Black-Scholes model.

### Leases

Agreements to charter in vessels and to lease other property, plant and equipment, where TORM has substantially all the risks and rewards of ownership, are recognized in the balance sheet as finance leases. Lease assets are measured at the lower of fair value and the present value of minimum lease payments determined in the agreements.

For the purpose of calculating the present value, the interest rate implicit in the lease or an incremental borrowing rate is used as discount factor. The lease assets are depreciated and written down under the same accounting policy as the vessels owned by the Group or over the lease period depending on the lease terms.

The corresponding lease obligation is recognized as a liability in the balance sheet and the interest element of the lease payment is charged to the income statement as incurred.

Other charter agreements concerning vessels and other leases are classified as operating leases, and lease payments are charged to the income statement on a straight-line basis over the lease term. The obligation for the remaining lease period is disclosed in the notes to the financial statement.

Agreements to charter out vessels, where substantially all the risks and rewards of ownership are transferred to the lessee, are classified as finance leases, and an amount equal to the net investment in the lease is recognized and presented in the balance sheet as a receivable. The carrying amount of the vessel is derecognized and any gain or loss on disposal is recognized in the income statement.

Other agreements to charter out vessels are classified as operating leases and lease income is recognized in the income statement on a straight-line basis over the lease term.

### Sale and leaseback transactions

A gain or loss related to a sale and leaseback transaction resulting in a

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finance lease is deferred and amortized in proportion to the gross rental on the time charter over the lease term.

A gain related to a sale and leaseback transaction resulting in an operating lease is recognized in the income statement immediately provided the transaction is agreed on market terms or the sales price is lower than the fair value. If the sales price exceeds the fair value, the difference between the sales price and the fair value is deferred and amortized in proportion to the lease payments over the life of the lease.

A loss related to a sale and leaseback transaction resulting in an operating lease is recognized in the income statement at the date of transaction except if the loss is compensated by future lease payments below fair value, it is deferred and amortized in proportion to the lease payments over the life of the lease.

### INCOME STATEMENT

#### Revenue

Income, including revenue, is recognized in the income statement when:

- o the income creating activities have been carried out on the basis of a binding agreement,
- o the income can be measured reliably,
- o it is probable that the economic benefits associated with the transaction will flow to the Group, and
- o costs relating to the transaction can be measured reliably.

Revenue comprises freight, charter hire and demurrage revenues from the vessels and gains and losses from forward freight agreements designated as hedges. Revenue is recognized when it meets the general criteria mentioned above and the stage of completion can be measured reliably. Accordingly, freight, charter hire and demurrage revenue is recognized at selling price upon delivery of service in accordance with the charter parties concluded.

#### Port expenses, bunkers and commissions

Port expenses, bunker fuel consumption and commissions are recognized as incurred. Gains and losses from forward bunker contracts designated as hedges are included in this line.

#### Freight and bunkers derivatives

Freight and bunkers derivatives includes fair value adjustments and gains and losses on forward freight agreements, forward bunker contracts and other derivative financial instruments directly relating to shipping activities which are not designated as hedges.

#### Charter hire

Charter hire includes the expenses related to the chartering in of vessels incurred in order to achieve the revenue for the period.

#### Operating expenses

Operating expenses, which comprise crew expenses, repair and maintenance expenses and tonnage duty, are expensed as incurred.

#### Profit from sale of vessels

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Profit or loss from sale of vessels is recognized when the significant risks and rewards of ownership have been transferred to the buyer, and it is measured as the difference between the sales price less sales costs and the carrying amount of the asset.

### Administrative expenses

Administrative expenses, which comprise administrative staff costs, management costs, office expenses and other expenses relating to administration, are expensed as incurred.

### Other operating income

Other operating income primarily comprises chartering commissions, management fees and profits and losses deriving from the disposal of other plant and operating equipment.

### Depreciation and impairment losses

Depreciation and impairment losses comprise depreciation of fixed assets for the period as well as the deduction in the value of vessels by the amount by which the carrying amount of the asset exceeds its recoverable amount. In the event of indication of impairment of value, the carrying amount is assessed and the value of the asset is reduced to its recoverable amount equal to the higher of value in use based on net present value of future earnings from the assets and its net selling price.

### Financial income

Financial income comprises interest income, realized and unrealized exchange rate gains relating to transactions in currencies other than the functional currency, realized gains from other investments and securities, unrealized gains from securities, dividends received and other financial income including value adjustments of certain financial instruments not accounted for as hedging instruments. Interest is recognized in accordance with the accrual basis of accounting taking into account the effective interest rate. Dividends from other investments are recognized when the right to receive payment has been decided, which is typically when the dividend has been declared and can be received without conditions.

### Financial expenses

Financial expenses comprise interest expense, financing costs of finance leases, realized and unrealized exchange rate losses relating to transactions in currencies other than the functional currency, realized losses from other investments and securities, unrealized losses from securities and other financial expenses including value adjustments of certain financial instruments not accounted for as hedging instruments. Interest is recognized in accordance with the accrual basis of accounting taking into account the effective interest rate.

### Tax

In Denmark, A/S Dampskibsselskabet TORM is jointly taxed with its Danish subsidiaries. The Parent Company provides for and pays the aggregate Danish tax of the taxable income of these companies but recovers the relevant portion of the taxes paid from the subsidiaries based on each entity's portion of the aggregate taxable income. Tax expenses include the expected tax including tonnage tax of the taxable income for the year for the Group, adjustments relating to previous years and the change in deferred tax for the year. However, tax relating to items posted in equity is posted directly in equity.

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### BALANCE SHEET

#### Other plant and operating equipment

Land is measured at cost.

Buildings are measured at cost less accumulated depreciation and accumulated impairment losses. Buildings are depreciated on a straight-line basis over 50 years.

Operating equipment is measured at cost less accumulated depreciation. Computer equipment is depreciated on a straight-line basis over three years, and other operating equipment is depreciated on a straight-line basis over five years.

Leasehold improvements are measured at cost less accumulated amortization and impairment losses, and leasehold improvements are amortized on a straight-line basis over the shorter of the term of the lease and the estimated useful life.

Cost comprises acquisition cost and costs directly related to the acquisition up until the time when the asset is ready for use.

#### Financial assets

Financial assets are initially recognized on settlement date at fair value plus transaction costs, except for financial assets at fair value through profit or loss, which are recognized at fair value. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred.

Financial assets are classified as:

- o Financial assets at fair value through profit or loss
- o Held-to-maturity investments
- o Loans and receivables or
- o Available-for-sale financial assets.

#### Other investments

Other investments comprise shares in other companies and are classified as available-for-sale. Listed shares are measured at the market value at the balance sheet date, and unlisted shares are measured at estimated fair value. Unrealized gains and losses resulting from changes in fair value of shares are recognized in equity under "Revaluation reserves". Realized gains and losses resulting from sales of shares are recognized as financial items in the income statement. The cumulative value adjustment recognized in equity is transferred to the income statement when the shares are sold.

Dividends on shares in other companies are recognized as income in the period in which they are declared.

Other investments are presented as non-current unless Management intends to dispose of the investments within 12 months of the balance sheet date.

#### Receivables

Outstanding freight receivables and other receivables that are of a cur-

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rent nature, expected to be realized within 12 months from the balance sheet date, are classified as loans and receivables and presented as current assets. Receivables are measured at the lower of amortized cost and net realizable values, which corresponds to nominal value less provision for bad debts.

Derivative financial instruments included in other receivables are measured at fair value.

### Securities

Bonds are classified as financial assets at fair value through profit or loss and are measured at market value at the balance sheet date. Realized and unrealized gains and losses resulting from valuation or realization of bonds are recognized as financial items in the income statement. Bonds are traded frequently and therefore presented as current assets.

### Impairment of assets

Non-current assets are reviewed to determine any indication of impairment. In the case of such indication, the recoverable amount of the asset is estimated as the higher of the asset's net selling price and its value in use. If this amount is less than the carrying amount of the asset, the carrying amount is reduced to the recoverable amount. The impairment loss is recognized immediately in the income statement.

For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). For vessels, the cash-generating unit is the total fleet of the Group.

### Inventories

Inventories consist of bunkers and lubricants and are stated at the lower of cost and net realizable value. The cost is determined by the FIFO- method and includes expenditures incurred in acquiring the inventories and delivery cost less discounts.

### Non-current assets held for sale

Non-current assets held for sale are presented in a separate line below current assets in the balance sheet and measured at the lower of carrying amount and fair value less costs to sell. Depreciation of an asset ceases when it is classified as held for sale.

### Treasury shares

Treasury shares are recognized as a separate component of equity at cost. Upon subsequent disposal of treasury shares, any consideration is also recognized directly in equity.

### Dividend

Dividend is recognized as a liability at the time of declaration at the Annual General Meeting. Dividend proposed for the year is moved from retained profit and presented as a separate component of equity.

### Provisions

Provisions are recognized when the Group has a legal or constructive obligation as a result of past events and it is probable that it will lead to an outflow of resources that can be reliably estimated. Provisions are measured at the estimated ultimate liability that is expected to arise taking into account the time value of money.

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### Liabilities

Liabilities are generally measured at amortized cost.

Mortgage debt and bank loans relating to the financing of vessels are initially measured at nominal amounts less premiums and costs incurred in the loan arrangement and subsequently at amortized cost with the difference between the loan proceeds and the nominal value being recognized in the income statement over the term of the loan.

Derivative financial instruments included in other liabilities are measured at fair value.

### STATEMENT OF CASH FLOWS

The statement of cash flows shows the Group's cash flows and cash and cash equivalents at the beginning and the end of the period.

Cash flow from operating activities is presented indirectly and is based on profit before financial items for the year adjusted for profit from sale of vessels, non-cash operating items, changes in working capital, income tax paid, dividends received and interest paid/received.

Cash flow from investing activities comprises dividends received and the purchase and sale of tangible fixed assets and financial fixed assets.

Cash flow from financing activities comprises changes in long-term debt, bank loans, purchases or sales of treasury shares and dividend paid to shareholders.

Cash and cash equivalents comprise cash at bank and in hand and highly liquid bonds with a term to maturity not exceeding three months. Other bonds and other investments are classified as investment activities.

### EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the consolidated profit or loss available to common shareholders by the weighted average number of common shares outstanding during the period. Treasury shares are not included in the calculation. Purchases and sales of treasury shares during the period are weighted based on the remaining period.

Diluted earnings per share is calculated by adjusting the consolidated profit or loss available to common shareholders and the weighted average number of common shares outstanding for the effects of all potentially dilutive shares. Such potentially dilutive common shares are excluded when the effect would be to increase earnings per share or reduce a loss per share.

### UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (US GAAP)

As a consequence of the registration of American Depositary Receipts (ADRs) with the United States Securities and Exchange Commission (SEC), the Group has prepared a summary of the effect on net income and equity, had the financial statements been prepared in accordance with the accounting principles generally accepted in the US.

### NOTE 2

### CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of consolidated financial statements in conformity with



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IFRS and accounting principles generally accepted in the United States requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are affected by the way TORM applies its accounting policies. An accounting estimate is considered critical if: the estimate requires Management to make assumptions about matters that were highly uncertain at the time the estimate was made; different estimates reasonably could have been used; or if changes in the estimate that would have a material impact on the Group's financial condition or results of operations are reasonably likely to occur from period to period. Management believes that the accounting estimates employed are appropriate and the resulting balances are reasonable. However, actual results could differ from the original estimates requiring adjustments to these balances in future periods.

Management believes that the following are the significant accounting estimates and judgments used in the preparation of the consolidated financial statements and the reconciliation to US GAAP.

### Carrying amounts of vessels

The Group evaluates the carrying amounts of the vessels to determine if events have occurred that would require a modification of their carrying amounts. The valuation of vessels is reviewed based on events and changes in circumstances that would indicate that the carrying amount of the assets might not be recovered. In assessing the recoverability of the vessels, the Group reviews certain indicators of potential impairment such as reported sale and purchase prices, market demand and general market conditions. Market valuations from leading, independent and internationally acknowledged shipbroking companies are obtained on a semi-annual basis as part of the review for potential impairment indicator. Under US GAAP, if an indication of impairment is identified, the undiscounted future cash flows are compared to carrying amount of the assets. If these are less than the carrying amount, an impairment loss is recorded based on the difference between the fair value (generally based on discounted future cash flows) and the carrying amount of the vessels. If, under IFRS, an indication of impairment is identified, the need for recognizing an impairment loss is assessed by comparing the carrying amount of the vessels to the higher of the net selling price and the discounted future cash flows.

The review for potential impairment indicators and projection of future undiscounted and discounted cash flows related to the vessels is complex and requires the Group to make various estimates including future freight rates, earnings from the vessels and discount rates. All of these items have been historically volatile.

The carrying amounts of TORM's vessels may not represent their fair market value at any point in time as market prices of second-hand vessels to a degree tend to fluctuate with changes in charter rates and the cost of newbuildings. However, if the estimated future cash flow or related assumptions in the future experience change, an impairment of vessels may be required.

There were no indicators of impairment noted or impairments of vessels recorded in 2005 or 2006.

### Tax

All significant Danish entities within the Group entered the Danish tonnage taxation scheme with effect from 1 January 2001 and have filed tax returns for 2001 to 2005. The assessment of the tax returns by the tax authorities has not yet been completed for 2003, 2004 and 2005, and we have filed a complaint regarding the assessments for 2001 and 2002. The tax

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regulations are highly complex, and while the Group aims to ensure the estimates of tax assets and liabilities that it records are accurate, there may be instances where the process of agreeing the tax liabilities with the tax authorities could require adjustments to be made to estimates previously recorded.

It is the Group's assessment that there is material uncertainty as to the estimate of taxes payable as of December 31, 2006 due to the lack of precedents that have interpreted the tonnage tax regulation. The estimate is based on scenario analyses and discussions with the tax authorities, tax advisors and industry organizations, and the uncertainty primarily relates to the division of the activities between income and expenses from shipping related activities, which are taxed under the tonnage tax scheme, and income and expenses from other activities, which are not taxed under the tonnage tax scheme.

NOTE 3 - NET EARNINGS FROM SHIPPING ACTIVITIES (in USD million)

	For the year ended December 31, 2004			
	Tanker	Bulk	Not allocated	Total
	-----	----	-----	-----
<b>CONSOLIDATED SEGMENT INFORMATION</b>				
<b>INCOME STATEMENT</b>				
Revenue	255.7	177.5	0.1	433.3
Port expenses, bunkers and commissions	(68.8)	(15.0)	0.0	(83.8)
	-----	-----	-----	-----
Time Charter Equivalent Earnings	186.9	162.5	0.1	349.5
Charter hire	(13.5)	(46.1)	0.0	(59.6)
Operating expenses	(39.5)	(11.6)	1.3	(49.8)
	-----	-----	-----	-----
Gross profit/(loss) (Net earnings from shipping activities)	133.9	104.8	1.4	240.1
Profit/(loss) from sale of vessels	0.0	0.0	0.0	0.0
Administrative expenses	(28.5)	(9.5)	(0.6)	(38.6)
Other operating income	12.9	0.3	0.0	13.2
Depreciation and impairment losses	(28.6)	(6.5)	(0.1)	(35.2)
	-----	-----	-----	-----
Operating profit	89.7	89.1	0.7	179.5
Financial items			25.8	25.8
			-----	-----
Profit/(loss) before tax			26.5	205.3
Tax expenses			(18.7)	(18.7)
			-----	-----
Net profit/(loss) for the year			7.8	186.6
 <b>BALANCE</b>				
			As of December 31, 2004	
Total non-current assets	565.6	122.3	368.5	1,056.4
Total assets	605.5	130.8	503.3	1,239.6
Total liabilities	29.5	8.0	486.7	524.2
 <b>OTHER INFORMATION</b>				
Additions to tangible fixed assets	126.4	60.9	0.0	187.3
Impairment losses recognized in the income statement	0.0	0.0	0.0	0.0

During the year there have been no transactions between the Tanker and the Bulk segments, and therefore all the revenue derives from external customers

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	For the year ended December 31, 2005			
	Tanker	Bulk	Not allocated	Total
	-----	----	-----	-----
CONSOLIDATED SEGMENT INFORMATION				
INCOME STATEMENT				
Revenue	418.0	167.6	0.0	585.6
Port expenses, bunkers and commissions	(113.3)	(11.7)	0.0	(125.0)
Freight and bunkers derivatives	3.2	0.0	0.0	3.2
	-----	-----	-----	-----
Time Charter Equivalent Earnings	307.9	155.9	0.0	463.8
Charter hire	(44.3)	(37.9)	0.0	(82.2)
Operating expenses	(51.4)	(15.3)	0.0	(66.7)
	-----	-----	-----	-----
Gross profit/(loss) (Net earnings from shipping activities)	212.2	102.7	0.0	314.9
Profit/(loss) from sale of vessels	54.7	0.0	0.0	54.7
Administrative expenses	(25.4)	(5.8)	0.0	(31.2)
Other operating income	12.4	0.2	0.0	12.6
Depreciation and impairment losses	(37.0)	(10.8)	0.0	(47.8)
	-----	-----	-----	-----
Operating profit	216.9	86.3	0.0	303.2
Financial items			(3.8)	(3.8)
			-----	-----
Profit/(loss) before tax			(3.8)	299.4
Tax expenses			0.0	0.0
			-----	-----
Net profit/(loss) for the year			(3.8)	299.4

	As of December 31, 2005			
Total non-current assets	1,025.8	141.3	361.0	1,528.1
Total assets	1,139.2	145.5	525.4	1,810.1
Total liabilities	39.4	5.7	860.4	905.5
Additions to tangible fixed assets	607.2	28.7	0.0	635.9
Impairment losses recognized in the income statement	0.0	0.0	0.0	0.0
Reversal of impairment losses recognized in the income statement	0.4	0.1	0.0	0.5

During the year there have been no transactions between the Tanker and the Bulk segments, and therefore all the revenue derives from external customers.

	For the year ended December 31, 2006			
	Tanker	Bulk	Not allocated	Total
	-----	----	-----	-----
CONSOLIDATED SEGMENT INFORMATION				
INCOME STATEMENT				
Revenue	494.0	109.7	0.0	603.7
Port expenses, bunkers and commissions	(143.8)	(5.1)	0.0	(148.9)
Freight and bunkers derivatives	0.6	0.0	0.0	0.6
	-----	-----	-----	-----

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Time Charter Equivalent Earnings	350.8	104.6	0.0	455.4
Charter hire	(58.5)	(47.8)	0.0	(106.3)
Operating expenses	(64.6)	(13.1)	0.0	(77.7)
	-----	-----	-----	-----
Gross profit/(loss) (Net earnings from shipping activities)	227.7	43.7	0.0	271.4
Profit/(loss) from sale of vessels	3.1	51.3	0.0	54.4
Administrative expenses	(29.1)	(5.5)	0.0	(34.6)
Other operating income	9.7	0.1	0.0	9.8
Depreciation and impairment losses	(50.8)	(8.1)	0.0	(58.9)
	-----	-----	-----	-----
Operating profit	160.6	81.5	0.0	242.1
Financial items			(1.0)	(1.0)
			-----	-----
Profit/(loss) before tax			(1.0)	241.1
Tax expenses			(6.6)	(6.6)
			-----	-----
Net profit/(loss) for the year			(7.6)	234.5
BALANCE		As of December 31, 2006		
Total non-current assets	1,234.9	88.8	644.4	1,968.1
Total assets	1,308.2	91.8	689.0	2,089.0
Total liabilities	36.8	2.3	769.1	808.2
OTHER INFORMATION				
Additions to tangible fixed assets	206.4	1.9	0.0	262.3
Impairment losses recognized in the income statement	0.0	0.0	0.0	0.0
Reversal of impairment losses recognized in the income statement	0.0	0.0	0.0	0.0

During the year there have been no transactions between the Tanker and the Bulk segments, and therefore all the revenue derives from external customers.

NOTE 4 - STAFF COSTS (in USD million)

	For the years ended December 31		
	2004	2005	2006
	----	----	----
Total staff costs			
Staff costs included in operating expenses	10.7	12.9	13.6
Staff costs included in administrative expenses	27.4	21.1	22.7
	-----	-----	-----
Total	38.1	34.0	36.3
	-----	-----	-----
Staff costs comprise the following			
Wages and salaries	25.8	30.3	33.2
Share-based compensation	9.8	0.5	0.0
Pension costs	2.3	2.7	2.9
Other social security costs	0.2	0.5	0.2
	-----	-----	-----
Total	38.1	34.0	36.3

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Hereof remuneration to the Board of Directors and salaries to the Management				
Wages and salaries	2.5	3.7	4.0	
Share-based compensation	3.7	0.5	0.0	
Pension and social security costs	0.1	0.1	0.1	
	-----	-----	-----	
Total	6.3	4.3	4.1	
	-----	-----	-----	
Hereof remuneration to the Board of directors	1.4	0.9	0.5	
Hereof salaries to the Management	4.9	3.4	3.6	
	-----	-----	-----	
Total	6.3	4.3	4.1	
	-----	-----	-----	

### Employee information

The average number of staff in the group in the financial year was 353 (2005: 339). The majority of the staff on vessels are not employed by TORM.

The members of Management are, in the event of termination by the Company, entitled to a severance payment of up to 24 months' salary. The pension age for members of Management is 62.

In 2001, a share option compensation plan for 20 of the Board members, executives and key employees was introduced. The plan grants 3,213,280 options, which are priced at 3 different dates, 970,600 in 2001, 1,129,480 in 2002 and 1,113,200 in 2003. Option holders may exercise their options in specified periods and choose to purchase the Company's shares at the strike price or receive a cash payment equivalent to the difference between the strike price and the share price.

The individual must be employed at the grant date to receive that year's options.

The share options for 2001 were priced on February 20, 2001, the share options for 2002 were priced on March 20, 2002 and the share options for 2003 were priced on February 27, 2003. The 2001 share options are exercisable at a price of DKK 13.50 (USD 2,27) per share, the 2002 share options at a price of DKK 14.63 (USD 2.46) per share and the 2003 share options at a price of DKK 15.7 (USD 2.63). The share options can be exercised at the earliest one year and at the latest 3 years and four weeks after the pricing, observing the rules concerning insider trading.

At 1 January 2006, 48,840 options were outstanding (2005: 105,960 options) with an exercise price of DKK 15.7 (USD 2.63). No options have been forfeited, granted or expired during 2005 and 2006.

In 2006, 48,840 options have been exercised (2005: 57,120). The weighted average share price at the date of exercise is DKK 141.64 (USD 23,82) per share for shares exercised in 2006 (2005: DKK 140,52 (USD 23,43)). The total number of not exercised options at December 31, 2006 is 0 (2005: 48,840 options with an exercise price of DKK 15.7 (USD 2.63) and a remaining life of three months) which equates 0.00% (2005: 0.07%) of the common shares.

In 2005 the fair value of the not exercised part of the share option

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program was according to the Black-Scholes model estimated at USD 1.0 mill. at the balance sheet date. The amount was recognized in the balance sheet. The amount is equal to intrinsic value.

The key assumptions of the Black-Scholes model as of December 31, 2005 were:

- o The average dividend was estimated at 5.81% of the average share price for the period.
- o The volatility was estimated at 27.7%.
- o The risk free interest rate based upon expiry of the options applied to 2.75 %.
- o The quoted share price as of December 31, 2005 was 152,56 DKK/share (24,13 USD/share).

The share options programme figures are adjusted in accordance with the share split of May 23, 2007.

### NOTE 5 - ADMINISTRATIVE EXPENSES (in USD million)

	For the year ended December 31		
	2004	2005	2006
	----	----	----
Remuneration to the auditors appointed at the Annual General Meeting			
Deloitte			
Audit fees	0.3	0.5	0.8
Audit-related fees	0.0	0.0	0.0
Tax fees	0.1	0.1	0.1
Fees other services	0.1	0.0	0.0
	-----	-----	-----
Total fees	0.5	0.6	0.9
	-----	-----	-----
Ernst & Young			
Audit fees	0.2	0.1	-
Audit-related fees	0.0	0.0	-
Tax fees	0.0	0.0	-
Fees other services	0.0	0.0	-
	-----	-----	-----
Total fees	0.2	0.1	-
	-----	-----	-----

### NOTE 6 - FINANCIAL FIXED ASSETS (in USD million)

	2005	2006
	----	----
Other investments		
Cost:		
Balance at January 1	49.1	64.5
Additions	15.4	0.0
Disposals	0.0	0.0
	-----	-----
Balance at December 31	64.5	64.5
	-----	-----
Value adjustment:		
Balance at January 1	319.4	296.5
Exchange rate adjustment	(50.5)	42.2
Value adjustment for the year	27.6	241.2
Disposal	0.0	0.0

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Balance as of December 31	296.5	579.9
Carrying amount at December 31:	361.0	644.4
Hereof listed	358.5	641.7
Hereof unlisted	2.5	2.7

NOTE 6

Parent company:  
A/S Dampskibsselskabet TORM Denmark

Investments in subsidiaries\*)

Torm Singapore (Pte) Ltd.	100%	Singapore
Torm Asia Bulkera Limited	100%	Hong Kong
Eastern Light Shipping Limited	100%	Liberia
Southern Light Shipping Limited	100%	Liberia
Torm Shipping (Germany) G.m.b.H.	100%	Germany
Long Range 1 A/S	100%	Denmark
Medium Range A/S	100%	Denmark
LR1 Management K/S	100%	Denmark
MR Management K/S	100%	Denmark

Investments in jointly controlled entities

Long Range 2 A/S	50%
LR2 management K/S	50%
TT Shipowning K/S	50%
Torghatten & Torm Shipowning Aps	50%
UT Shipowning K/S	50%
Ugland & Torm Shipowning ApS	50%
TORM SHIPPING (PHILS.), INC.	25%

Furthermore, TORM is participating in number of joint ventures, primarily the MR Pool, the LR1 Pool and the LR2 Pool, which are not legal entities.

The investments in these joint ventures are included as investments in jointly controlled operations.

The following represents the results reflected in the consolidated income statement and the summarized balance sheet data that is reflected in the consolidated balance sheet for the year ended December 31, 2005 and 2006 in accordance with IFRS associated with jointly controlled entities:

	2004	2005
	----	----
Revenue	12.5	0.0
Port expenses, bunkers and commissions	(5.5)	0.0
Time Charter Equivalent Earnings	7.0	0.0
Charter hire and operating expenses	(0.9)	0.0
Gross profit (Net earnings from shipping activities)	6.1	0.0
Administrative expenses	(1.1)	(1.5)
Other operating income	2.0	2.7
Depreciation and impairment losses	(2.9)	0.0
Operating profit	4.1	1.2
Financial income	0.0	0.1
Financial expenses	(1.0)	(0.2)

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Profit before tax	3.1	1.1
Tax expenses	(0.4)	0.0
	-----	-----
Net profit for the year	2.7	1.1
Non current assets	0.1	0.0
Current assets	3.4	2.1
Non-current liabilities	0.0	0.0
Current liabilities	1.4	1.0

Other investments:

Dampskibsselskabet "Norden" A/S 33% \*\*)Denmark

The Norden shareholding is currently treated in FORM's accounts as "Other investments" given that FORM is deemed not to have significant influence on Norden in the form of board seats or similar.

\*) Companies with activity in the financial year.

\*\*) Including Norden's treasury shares.

NOTE 7 - TANGIBLE FIXED ASSETS (in USD million)

	Land and buildings	Vessels and capitalized dry-docking	Prepa on ve
	-----	-----	-----
Cost:			
Balance at January 1, 2005	1.3	836.0	
Exchange rate adjustment	0.0	0.0	
Additions	0.0	340.1	
Disposals	0.0	(137.3)	
Transferred to/from other items	0.0	191.2	(1
Transferred to non-current assets held for sale	0.0	0.0	(
	-----	-----	-----
Balance at December 31, 2005	1.3	1,230.0	
	-----	-----	-----
Depreciation and impairment losses:			
Balance at January 1, 2005	0.9	188.5	
Exchange rate adjustment	0.0	0.0	
Additions	0.0	0.0	
Disposals	0.0	(71.9)	
Reversal of impairment losses	(0.5)	0.0	
Depreciation for the year	0.0	47.0	
	-----	-----	-----
Balance at December 31, 2005	0.4	163.6	
	-----	-----	-----
Carrying amount at December 31, 2005	0.9	1,066.4	
	-----	-----	-----
Hereof finance leases	0.0	0.0	
	-----	-----	-----
Hereof financial expenses included in cost	0.0	1.3	



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Cost:		
Balance at January 1, 2006	1.3	1,230.0
Exchange rate adjustment	0.0	0.0
Additions	0.0	93.3
Disposals	(0.8)	(119.6)
Transferred to/from other items	0.0	80.4
Transferred to non-current assets held for sale	0.0	0.0
	-----	-----
Balance at December 31, 2006	0.5	1,284.1
	-----	-----
Depreciation and impairment losses:		
Balance at January 1, 2006	0.4	163.6
Exchange rate adjustment	0.0	0.0
Additions	0.0	0.0
Disposals	(0.3)	(73.6)
Reversal of impairment losses	0.0	0.0
Depreciation for the year	0.0	57.7
	-----	-----
Balance at December 31, 2006	0.1	147.7
	-----	-----
Carrying amount at December 31, 2006	0.4	1,136.4
	-----	-----
Hereof finance leases	0.0	0.0
	-----	-----
Hereof financial expenses included in cost	0.0	1.2

At October 1, 2005 the value of land and buildings assessed for Danish tax purposes amounted to USD 0.6 million (carrying amount at December 31, 2006 USD 0.4 mill.) compared with USD 0.5 million at October 1, 2004.

Included in the carrying amount for vessels and capitalized dry-docking are capitalized dry-docking costs in the amount of USD 9.4 million (2005: USD 12.6 mill.).

Please refer to Note 15 for information with relation to assets used for collateral security.

In all material aspects the depreciations under Other plant and operating equipment of USD 1.2 mill. relate to administration.

NOTE 8 - FINANCIAL ITEMS (in USD million)

	For the years ended December 31		
	2004	2005	2006
	----	----	----
Financial income			
Interest income from cash and cash equivalents	3.4	2.2	4.1
Interest income from marketable securities at fair value through profit and loss		1.1	0.0
Gain on other investments	0.0	0.1	0.0
Dividends *)	34.1	12.8	26.4
Gain on derivative financial instruments	5.2	0.2	7.6
Exchange rate adjustment	0.0	9.6	1.4
	-----	-----	-----
	42.7	26.0	39.5
	-----	-----	-----
Financial expenses			
Interest expense on mortgage and bank debt	14.8	25.6	40.2

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Net losses on marketable securities at fair value through profit and loss	0.4	3.9	0.0
Exchange rate adjustments	0.8	0.0	0.0
Other interest expenses	0.9	0.5	1.1
Hereof included in the cost of tangible fixed assets	0.0	(0.2)	(0.8)
	-----	-----	-----
	16.9	29.8	40.5
	-----	-----	-----
Total financial items	25.8	(3.8)	(1.0)
	-----	-----	-----

\*) Includes dividend on the Norden shares of USD 25.5 million in 2006 (2005: USD 12.6 mill, 2004: USD 34.0 million).

### NOTE 9 - FREIGHT RECEIVABLES, ETC. (in USD million)

Analysis as at December, 31 of freight receivables, etc.

	For the years ended December 31	
	2005	2006
	----	----
Freight receivables, etc.		
Neither past due nor impaired	29.1	22.7
Due <180 days	17.9	24.3
Due > 180 days	6.9	2.7
	-----	-----
Total freight receivables, etc.	53.9	49.7
	-----	-----

As at December 31, 2006, freight receivables etc. includes receivables at a value of USD 1.5 mill. (2005: USD 1.4 mill.), that is individually determined to be impaired to a value of USD 0.6 mill. (2005: USD 0.6 mill.).

Movements in the provision for impairment of freight receivables etc. during the year are as follows:

	For the years ended December 31	
	2005	2006
	----	----
Provisions for impairment of freight receivables, etc.		
Balance at January, 1	0.2	0.8
Provisions for the year	0.6	0.2
Provisions reversed during the year	0.0	0.0
Provisions utilized during the year	0.0	(0.1)
	-----	-----
Balance at December, 31	0.8	0.9
	-----	-----

Provisions for impairment of freight receivables, etc. has been recognized in the income statement under administrative expenses. The provision is based on an individual assessment of each individual receivable.

### NOTE 10 - TAXES (in USD million)

	For the years ended December 31		
	2004	2005	2006
	----	----	----
TAX ON PROFIT FOR THE YEAR AND DEFERRED TAX			

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Current tax for the year	(9.6)	(8.8)	(4.7)
Adjustment related to previous years	0.0	0.0	6.3
Adjustment of deferred tax	(9.1)	8.8	(8.2)
Tax expenses	(18.7)	0.0	(6.6)

### RECONCILIATION OF THE EFFECTIVE CORPORATION TAX RATE FOR THE YEAR

Corporation tax rate in Denmark	30.0%	28.0%	28.0%
Differences in tax rates, foreign subsidiaries	(2.9%)	(4.5%)	(3.0%)
Adjustment of tax related to previous years	0.0%	0.0%	(2.6%)
Effect due to the tonnage tax scheme	(18.0%)	(23.5%)	(19.7%)
Effective corporate tax rate	9.1%	0.0%	2.7%

The Company participates in the tonnage tax scheme in Denmark. Participation in the tonnage tax scheme is binding until December 31, 2010. The Company expects to participate in the tonnage tax scheme after the binding period and at a minimum to maintain its current investing and activity level. Payment of dividends to the shareholders of A/S Dampskibsselskabet TORM has no tax consequences for A/S Dampskibsselskabet TORM.

	For the years ended December 31	
	2005	2006
	----	----
Deferred tax liability		
Balance at January 1	73.3	54.6
Exchange rate adjustment	(9.9)	0.0
Reduction of Danish corporation tax from 30% to 28%	(4.2)	-
Deferred tax for the year	(4.6)	8.2
Balance at December 31	54.6	62.8

Essentially all deferred tax relates to vessels included in the transition account under the tonnage tax scheme.

#### NOTE 11 - COMMON SHARES

	As of December 31		Nominal val mill
	2005 Number of shares, mill. -----	2006 Number of shares, mill. -----	
Balance at January, 1	72,8	72,8	364.0
Balance at December, 31	72,8	72,8	364.0

The common shares consist of 72,8 mill. shares at denomination DKK 5 per share. No shares carry special rights. All issued shares are fully paid.

In May 2004 the Company increased the share capital from nominally DKK 182.0 mill. to nominally DKK 364.0 mill. through the issue of 36,4 mill. bonus

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shares of DKK 5 each. The bonus shares were allotted to the Company's existing shareholders at the ratio of 1:1. Beyond this no changes have been made to the share capital within the last 5 years.

### TREASURY SHARES

	2005	2006	2005	2006	2005
	Thousands of shares	Thousands of shares	Nominal value DKK million	Nominal value DKK million	% of share capital
	-----	-----	-----	-----	-----
Balance at January, 1	3,133.2	3,117.0	15.7	15.6	4.3
Purchase	0.0	455.6	0.0	2.3	0.0
Sale	0.0	0.0	0.0	0.0	0.0
Share options exercised	(16.2)	(16.2)	(0.1)	(0.1)	0.0
	-----	-----	-----	-----	-----
Balance at December, 31	3,117.0	3,556.4	15.6	17.8	4.3
	-----	-----	-----	-----	-----

At December 31, 2006, TORM's holding of treasury shares represented 3,556,364 shares (2005: 3,116,944 shares) at denomination DKK 5 per share, with a total nominal value of USD 3.1 mill. (2005: USD 2.5 mill.) and a market value of USD 116.8 million (2005: USD 75.2 mill.) The retained shares equate to 4.9% (2005: 4.3%) of the Company's common shares.

Total consideration in respect of the purchase of treasury shares was USD 10.4 mill. (2005: USD 0.0 mill.), whereas for the sale of shares it was USD 0.0 mill. (2005: USD 0.0 mill.). As the disposal of treasury shares is carried out in connection with the exercise of share options, the consideration is based on exercise prices in the share option program. The shares will be used for further development of the capital structure, for financing or execution of acquisitions, for sale or for other types of transfers.

The common shares and treasury shares are adjusted in accordance with the share split of May 23, 2007.

### NOTE 12 - (in USD million)

	As of December 31	
	2005	2006
	----	----
DEFERRED INCOME		
Deferred gain related to sale and lease back transactions	5.9	0.0
Other	0.1	1.1
	-----	-----
	6.0	1.1
	-----	-----

### NOTE 13 - MORTGAGE DEBT, BANK LOANS AND CAPITALIZED LEASE OBLIGATIONS (in USD million)

	As of December 31	
	2005	2006
	----	----
To be repaid as follows:		
Falling due within one year	59.9	55.9
Falling due between one and two years	59.9	55.9

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Falling due between two and three years	90.0	68.5
Falling due between three and four years	57.5	53.5
Falling due between four and five years	57.5	53.5
Falling due after five years	464.2	407.6
	789.0	694.9

The presented amounts to be repaid are adjusted by directly related costs arose from the issuing of the loans by USD 2.9 mill. (2005: USD 1.7 mill.), which are amortized over the term of the loans.

	Maturity	Fixed/ floating	Effective interest 2005	Effective interest 2006	Carrying amount 2005
	-----	-----	----	----	----
LOAN					
USD	2008	Floating	5.4%	6.2%	37.6
USD	2009	Floating	-	5.8%	0.0
USD	2011	Floating	5.4%	6.2%	22.0
USD	2011	Fixed	-	4.4%	0.0
USD	2013	Floating	5.4%	-	14.2
USD	2014	Floating	4.9%	5.2%	490.7
USD	2015	Floating	5.2%	5.9%	226.2
Weighted average effective interest rate			5.0%	5.4%	
Fair value			-----	-----	790.7

The Group has an early settlement option to repay the loans by paying a breakage costs.

Part of the loans with floating interest rate have been swapped to fixed interest rate. Please refer to Note 20 for further information on interest rate swaps.

Certain of TORM's loan agreements contain minimum requirements to the liquidity and solvency of TORM and restrictive covenants, which may limit TORM's ability to:

- o engage in mergers or acquisitions;
- o change the management of TORM's vessels

As of December 31, 2006, TORM complies with these minimum requirements and restrictive covenants. Based on TORM's expected future cash flow, investment programmes, etc. TORM expects to comply with the requirements and covenant until the maturity of the loan agreements.

Please refer to the section "Managing risk and exposure" and note 21 for further information on financial risks.

NOTE 14 - OTHER LIABILITIES (in USD million)

	As of December 31	
	2005	2006
	----	----
Partners and commercial managements	1.9	1.8
Accrued operating expenses	4.1	6.3

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Accrued dry-docking costs	1.9	0.0
Accrued interests	3.2	3.8
Wages and social expenses	6.5	5.2
Derivative financial instruments	2.9	6.2
Miscellaneous, including items related to shipping activities	3.1	2.7
	23.6	26.0
	-----	-----

### NOTE 15 - COLLATERAL SECURITY (in USD million)

Collateral security for mortgage debt and bank loans:

	As of December 31	
	2005	2006
	-----	-----
Vessels	760.7	682.9
	760.7	682.9
	-----	-----

The total carrying amount for vessels that have been provided as security amounts to USD 744 mill. as at December 31, 2006. (2005: 767 mill.).

### NOTE 16 - GUARANTEE AND CONTINGENT LIABILITIES (in USD million)

	As of December 31	
	2005	2006
	-----	-----
Guarantee liabilities	0.0	0.0
	-----	-----

The guarantee liability for the Group is less than USD 0.1 million and relates to guarantee liabilities to the Danish Shipowners' Association.

### NOTE 17

USD million

CONTRACTUAL LIABILITIES - AS LESSEE (operating leases)

Charter hire for vessels on time charter (incl. vessels not delivered):

	2005	2006
	-----	-----
Falling due within one year	80.9	129.4
Falling due between one and two years	66.4	128.0
Falling due between two and three years	80.9	115.4
Falling due between three and four years	81.0	103.6
Falling due between four and five years	66.4	99.4
Falling due after five years	105.7	306.1
	481.3	881.9
	-----	-----
Average period until redelivery (years)	3.9	4.9

Leases have been entered into with a mutually interminable lease period of up to eight years. Certain leases include an option to renew for one or two additional years at a time for up to three years and/or a purchase option. Exercise of the purchase option on the individual vessels is based on an individual assessment. Certain leases include a profit sharing element implying that the actual charter hire may be higher.

Newbuilding installments and exercised purchase options (purchase obligations):

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Falling due within one year	225.3	191.3
Falling due between one and two years	146.7	161.3
Falling due between two and three years	95.5	179.7
Falling due between three and four years	28.0	62.9
Falling due between four and five years	0.0	18.0
Falling due after five years	0.0	0.0
	-----	-----
	495.5	613.2

Other operating leases:

Falling due within one year	2.2	2.1
Falling due between one and two years	2.2	1.9
Falling due between two and three years	1.9	1.7
Falling due between three and four years	1.7	1.7
Falling due between four and five years	1.8	1.8
Falling due after five years	5.8	3.7
	-----	-----
	15.6	12.9

Other operating leases primarily consist of contracts regarding office spaces and apartments as well as IT-related contracts.

During the year, charter hire expenses have been recognized in the income statement by USD 106.3 mill. (2005: USD 82.1 mill.) of which USD 7.1 mill. (2005: USD 7.5 mill.) relate to profit sharing elements. Other operating lease expenses have been recognized in the income statement by USD 2.5 mill. (2005: USD 1.5 mill.).

USD million

CONTRACTUAL LIABILITIES - AS LESSOR (operating leases)

Charter hire income for vessels on time charter and bareboat charter (incl. vessels not delivered):

	2005	2006
	----	----
Falling due within one year	102.7	145.0
Falling due between one and two years	26.8	41.0
Falling due between two and three years	13.8	23.6
Falling due between three and four years	13.7	6.1
Falling due between four and five years	6.0	0.0
Falling due after five years	0.0	0.0
	-----	-----
	163.0	215.7
	-----	-----

Average period until redelivery (year)	0.9	1.1
--	-----	-----

Charter hire income for vessels on time charter and bareboat charter is recognized under net revenue.

NEW BUILDING CONTRACTS

As at December 31, 2006, TORM had contracted 17 newbuildings (2005: 12 newbuildings) to be delivered during 2007 to 2011. For all 17 vessels the total outstanding contractual commitment amounted to USD 594 mill. as at December 31, 2006. In addition, TORM called an option in 2006 to acquire one Panamax bulk carrier on time charter built in 2004, which will be delivered in the second quarter of 2007. The contractual liability relating to this vessel amounted to USD 19 mill. as at December 31, 2006.

NOTE 18 - TIME CHARTER CONTRACTS

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As at December 31, 2006, TORM had entered into the following time charter contracts as lessee:

Year/ Vessel type	Number of operating days	Average daily freight rates USD	Year/ Vessel type	Number of operating days	Average freight
2007:			2012:		
LR2	454	25,224	LR1	765	
LR1	3,195	20,668	MR	2,160	
Panamax	2,940	17,658	Panamax	2,070	
2008:			2013:		
LR2	368	24,574	LR1	210	
LR1	3,300	20,680	MR	2,160	
Panamax	2,880	17,597	Panamax	1,800	
2009:			2014:		
LR2	360	24,500	MR	1,980	
LR1	3,030	19,953	Panamax	1,800	
MR	1,440	15,831	2015:		
Panamax	1,560	14,970	MR	1,800	
2010:			Panamax	1,620	
LR2	360	24,500	2016:		
LR1	1,830	19,939	MR	540	
MR	2,160	15,908	Panamax	1,170	
Panamax	1,710	13,986	2017:		
2011:			MR	360	
LR2	360	24,500	Panamax	1,080	
LR1	1,425	20,720	2018:		
MR	2,160	15,908	Panamax	270	
Panamax	1,890	14,096			

The above-mentioned time charter contracts are included in the contractual liabilities in Note 17.

### NOTE 19 - PURCHASE OPTIONS ON VESSELS

As at December 31, 2006, TORM had the following purchase options on vessels:

Exercise year/ Vessel type	Number of vessels	Average age of vessels, years	Average option exercise price as at 31 Dec. 2006 USD mill.
2007:			
Panamax	2.0	3.0	21.3
2008:			
Panamax	1.0	3.0	21.3
2009:			
LR1*)	0.5	3.0	15.1
Panamax	1.0	3.0	21.7
2011:			
LR1*)	0.5	5.0	13.8
Panamax	1.0	3.0	27.1
2012:			
MR**)	1.0	3.0	38.4
Panamax	1.0	3.0	25.0
2013:			



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Panamax	3.0	4.3	31.3
2014:			
MR	1.0	5.0	30.2
2015:			
Panamax	1.0	5.0	33.3
2016:			
Panamax	1.0	5.0	37.5

As at December 31, 2005, TORM had purchase options on 11 vessels.

\*) TORM holds 50% of the purchase option on the vessel. Consequently, the stated option price is for 50% of the vessel.

\*\*\*) The stated option price is the minimum options price for the vessel.

NOTE 20 - FAIR VALUE OF DERIVATIVE FINANCIAL INSTRUMENTS (in USD million)

	Fair value adjustments Income statement				
	Fair value at January 1, 2005	Revenue	Port expenses, bunkers and comm.	Freight and bunkers derivatives	Finan items
	-----	-----	-----	-----	-----
Hedge accounting cash flow:					
Interest rate swaps	0.4	-	-	-	
Non hedge accounting:					
Cross currency swaps	0.1	-	-	-	(0.1)
Forward rate contracts	3.8	-	-	-	(3.9)
Interest rate swaps	(0.2)	-	-	-	3.
Currency options	3.6	-	-	-	(3.6)
Bunker hedge	(0.8)	-	-	0.8	
Forward Freight Agreement	(4.4)	-	-	2.5	
	-----	-----	-----	-----	-----
	2.5	0.0	0.0	3.3	(4.1)
	-----	-----	-----	-----	-----

	Fair value adjustments Income statement				
	Fair value at January 1, 2006	Revenue	Port expenses, bunkers and comm.	Freight and bunkers derivatives	Finan items
	-----	-----	-----	-----	-----
Hedge accounting cash flow:					
Interest rate swaps	3.3	-	-	-	
Bunker hedge	0.0	-	-	-	
Forward Freight Agreements	0.0	-	-	-	
Non hedge accounting:					
Forward rate contracts	(0.1)	-	-	-	1.
Interest rate swaps	3.3	-	-	-	0.
Currency options	0.0	-	-	-	0.

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Bunker hedge	0.0	-	-	(1.5)	
Forward Freight Agreement	(1.9)	-	-	(0.4)	
	-----	-----	-----	-----	-----
	4.6	0.0	0.0	(1.9)	1.
	-----	-----	-----	-----	-----

Please refer to the section "Managing risk and exposure" and note 21 for further information on commercial and financial risks.

The interest rate swaps with a fair value of USD 3.0 mill. (2005: USD 3.3 mill.) are designated to hedge a part of TORM's interest payments during the period 2007 to 2008. The bunkerhedge contracts with a fair value of USD (3.3) mill. (2005: USD 0.0 mill.) are designated to hedge a part of TORM's bunker expenses during the period 2007 to 2009. The Forward Freight Agreements with a fair value of USD 5.9 mill. (2005: USD 0.0 mill.) are designated to hedge a part of TORM's revenue during the period 2007 to 2009. The gains or losses on these contracts will be recognized in the income statement together with the hedged items.

NOTE 21 - FINANCIAL AND COMMERCIAL RISKS - (in USD million)

### EXCHANGE RATE RISK

All things being equal, a change in the USD exchange rate of 1% in relation to DKK would result in a change in profit before tax and equity as follows:

Sensitivity to changes in the USD/DKK exchange rate	2005	2006
-----	----	----
Changes at increase in the USD exchange rate of 1% in relation to DKK:		
Changes in profit before tax	0.8	0.7
Changes in equity	4.0	6.4

At year-end 2005, TORM had forward hedging contracts of USD 8 mill. against DKK in respect of operating costs for 2006. In 2006, TORM entered into exchange rate contracts for the sale of USD 154 mill. against DKK and sold USD 24 mill. spot in order to cover the DKK cash requirements for operating costs in 2006. As such, in 2006 spot and term exchange contracts for a total of USD 186 mill. were unwound at an average exchange rate of 6.18 as against the average exchange rate for the year of USD against DKK of 5.95. Furthermore, TORM sold USD 12 mill. with value in 2007 at an exchange rate of 6.12 against DKK.

In 2006, with value in 2007, TORM had entered into an agreement to purchase a put-option in the amount of USD 21 mill. against DKK including a "knock-in" element for the counterparty. With regard to the put-option, TORM can sell USD to the counterpart at an exchange rate of 5.80 to the DKK. In case the USD/DKK exchange rate exceeds 6.12, the counterpart can purchase USD from TORM at an exchange rate of 5.80 per USD.

In 2006, with value in 2007, TORM had entered into an agreement to purchase a put-option in the amount JPY 2.6 bill. against USD including a "knock-in" element for the counterparty to cover a vessel purchase. With regard to the put-option, TORM can buy JPY from the counterpart at an exchange rate of 115.50 to the USD. In case the USD/JPY exchange rate exceeds 122.20, the counterpart can sell JPY to TORM at an exchange rate of 115.50 per USD. None of the options were called neither by TORM nor by the counterpart during 2006.

### INTEREST RATE RISK

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TORM has significant cash requirements associated with long-term debt and time charters. These payments are influenced by changes in interest rates. In order to manage interest rate risk, financial instruments are entered to swap the variable interest rate on a portion of the borrowings for fixed rate debt.

All things being equal, a change in the interest rate level of 1% point on the unhedged variable interest debt will result in a change in the interest rate expenses as follows:

SENSITIVITY TO CHANGES IN INTEREST RATES	2005	2006
Changes at increase in the interest rate level of 1% point:		
Increase in interest rate expenses	2.0	1.8

TORM's interest bearing USD debt decreased from year-end 2005 to year-end 2006 by USD 91 mill. to USD 698 mill. Of TORM's mortgage debt in USD with variable interest rates USD 52 mill. will be due within a 12 months period and USD 216 mill. after 1 - 5 years. The average effective interest rate is between 4.0% and 6.2%.

The portion of the interest swaps hedging the USD mortgage debt with maturity within 1 year was USD 30 mill. and USD 121 mill. after 1 - 5 years. The average effective interest rates were between 3.2% and 4.5%. The market value of TORM's interest rate swaps was USD 6.5 mill. at year-end 2006 (2005: USD 6.6 mill.).

At year-end, TORM had covered 77% of its total 2007 interest costs at an average rate of 4.9% including margin. For the period 2008-2009, the coverage is 36%. The fixed interest debt has an average period of 2.4 years remaining, expiring between 2007 and 2013.

Please refer to Note 13 for further information on interest bearing debt.

### MOVEMENT IN BUNKER PRICES

In 2006, TORM covered 44% of its bunker requirements using hedging instruments. As at December 31, 2006, TORM had hedged the price for 12% of its bunker requirements for 2007, and the market value of these contracts as at year-end was USD (4.8) mill (2005: 0.0 mill.).

All things being equal, a price change of 1% per ton of bunker oil would lead to the following change in expenditure based on the expected bunker consumption:

SENSITIVITY TO CHANGES IN BUNKER PRICES	2005	2006
Changes at increase in the bunker prices of 1% per ton:		
Changes in bunker expenses	1.2	1.0

### NOTE 22 - FINANCIAL INSTRUMENTS - in USD million

CATEGORIES OF FINANCIAL ASSETS AND LIABILITIES AS DEFINED IN IAS 39:	2005	2006
Financial assets at fair value through profit and loss		
Marketable securities (held for trading)	0.2	0.0
Total financial assets at fair value through profit or loss	0.2	0.0

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Loans and receivables		
Freight receivables, etc.	53.9	49.7
Other receivables	6.7	8.5
Cash and cash equivalents	156.7	33.0
	-----	-----
Total loans and receivables	217.3	91.2
	-----	-----
Available-for-sale financial assets		
Other investments	361.0	644.4
	-----	-----
Total available-for-sale financial assets	361.0	644.4
	-----	-----
Derivative financial instruments (assets)		
Other receivables (held for trading)	3.7	3.1
Other receivables (hedge accounting)	3.3	9.4
	-----	-----
Total derivative financial instruments (assets)	7.0	12.5
	-----	-----
Financial liabilities measured at amortised cost		
Mortgage debt and bank loans	789.0	695.0
Trade payables	22.9	18.8
Other liabilities	14.7	15.0
	-----	-----
Total financial liabilities measured at amortised cost	826.6	728.8
	-----	-----
Derivative financial instruments (liabilities)		
Other liabilities (held for trading)	2.4	2.0
Other liabilities (hedge accounting)	0.0	3.8
	-----	-----
Total derivative financial instruments (liabilities)	2.4	5.8
	-----	-----

The fair value of the financial assets and liabilities above equals the carrying amount except for mortgage debt and bank loans for which the fair value can be found in Note 13.

### NOTE 23 - RELATED PARTY TRANSACTIONS

The members of the Parent Company's Board of Directors and Senior Management, near relatives to these persons and companies where these persons have control or exercise significant influence are considered as related parties with significant influence.

Mr. Niels Erik Nielsen, Chairman of the Board of Directors, is a practicing partner in the law firm Bech-Bruun. Bech-Bruun has rendered legal assistance during the financial year as one of a number of law firms. The firm's fee of USD 0.3 mill. (2005: USD 0.0 mill.) is based upon the amount of time spent by the firm.

Mr. Stefanos-Niko Zouvelos, member of the Board of Directors, is General Manager of Beltest Shipping Company Limited. TORM has during the year paid USD 8.5 mill. (2005: USD 7.2 mill.) to an entity owned by Beltest Shipping Company Limited under a time charter agreement involving one product tanker vessel.

There have not been any other transactions with such parties during the financial year.

Management remuneration is disclosed in note 4.

It is considered that no single person has control over the Group or the Parent Company

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### NOTE 24 - NON-CURRENT ASSETS HELD FOR SALE

In 2005, TORM entered into a contract concerning sale of a vessels under construction for delivery in 2006. The vessel was delivered to the buyer in May 2006 and the result from the sale of the vessel has been recognized in the income statement in 2006 under the item profit from sale of vessels by USD 3.1 mill. As at December 31, 2005, the vessel was classified as held for sale and presented separately in the balance sheet and was included under Tanker in the segment information.

### NOTE 25 - EARNINGS PER SHARE

	2004	2005	2006
	----	----	----
Net profit for the year (USD mill.)	186.6	299.4	234.5
	-----	-----	-----
Mill. Shares			
Average number of shares	72,8	72,8	72,8
Average number of treasury shares	(3.1)	(3.1)	(3.3)
	-----	-----	-----
Average number of shares outstanding	69.7	69.7	69.5
Dilutive effect of outstanding share options	0.4	0.2	0.0
	-----	-----	-----
Average number of shares outstanding incl. dilutive effect of share options	70.1	69.9	69.5
	-----	-----	-----
Earnings per share (USD)	2.7	4.3	3.4
	-----	-----	-----
Diluted earnings per share (USD)	2.6	4.3	3.4
	-----	-----	-----

### NOTE 26

USD million	2004	2005	2006
	----	----	----
APPROPRIATION OF NET PROFIT FOR THE YEAR INCL. PROPOSED DIVIDEND			
Proposed appropriation of net profit for the year in the Parent Company, A/S Dampskibsselskabet TORM:			
Proposed dividend	99.9	132.4	73.9
Retained profit	105.9	103.3	114.5
	-----	-----	-----
Net profit for the year	205.8	235.7	188.4
	-----	-----	-----
Total equity in the Parent Company, A/S Dampskibsselskabet TORM:			
Common shares	61.1	61.1	61.1
Treasury shares	(7.7)	(7.7)	(18.1)
Revaluation reserves	319.3	296.4	579.8
Retained profit	286.8	400.0	513.1
Proposed dividend	99.9	132.4	73.9
Hedging reserves	0.4	3.2	5.6
Translation reserves	6.0	6.0	6.0
	-----	-----	-----
Total equity	765.8	891.4	1,221.4
	-----	-----	-----
Proposed dividend per share (USD)	1.4	1.8	1.0
Dividend per share paid (USD)	1.3	1.4	1.9

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The difference between proposed dividend per share in USD in 2005 and dividend per share paid in USD in 2006 relates to the change in the USD/DKK exchange rate as the dividend is paid in DKK.

NOTE 27 - CASH FLOWS

	2004	2005	2006
	----	----	----
REVERSAL OF OTHER NON-CASH MOVEMENTS:			
Adjustment on derivative financial instruments	9.6	(1.3)	3.9
Exchange rate adjustments	3.5	(5.7)	1.7
Other adjustments	-9.0	0.4	0.4
	-----	-----	-----
Total reversal of other non-cash movements	4.1	(6.6)	6.0
	-----	-----	-----

NOTE 28 - RECONCILIATION TO UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (U.S. GAAP)

The TORM Group's Annual Report has been prepared in accordance with the International Financial Reporting Standards (IFRS), which differs in certain respects from U.S. GAAP.

The following is a summary of the adjustments to net income for the years ended December 31, 2004, 2005 and 2006 and shareholders' equity as of those dates, necessary to reconcile those to net income and shareholders' equity determined in accordance with U.S. GAAP.

Reconciliation of Net income for the year to U.S. GAAP Net income (in USD million)

	Notes	2004	2005
	-----	----	----
Net income as reported under IFRS		186.6	299.4
Dry-docking costs	a)	(1.5)	0.0
Write-down on assets	b)	0.2	1.4
Derivative financial instruments	c)	2.6	0.0
Share options	d)	(1.2)	0.0
Deferred gain on sale and lease back of vessels	e)	0.0	(17.3)
Deferred taxation	f)	1.0	4.3
Net income in accordance with U.S. GAAP before change in accounting principles		187.7	287.8
Cumulative effect of change in accounting principles as at January 1, 2005	a)	0.0	8.7
Net income in accordance with U.S. GAAP after change in accounting principles		187.7	296.5
		=====	=====

Reconciliation of Shareholders' equity to U.S. GAAP Shareholders' Equity (in USD million)

Notes	2004	2005
-------	------	------

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	-----	-----	-----
Shareholders' equity as reported under IFRS		715.4	904.7
Dry-docking costs	a)	(8.3)	0.0
Write-down on assets	b)	(1.9)	(0.5)
Derivative financial instruments	c)	0.0	0.0
Share options	d)	(0.1)	0.0
Deferred gain on sale and lease back of vessels	e)	0.0	(17.3)
Deferred taxation	f)	0.2	4.8
Shareholders' equity in accordance with U.S. GAAP before change in accounting principles		705.3	891.7
Cumulative effect of change in accounting principles as at January 1, 2005		0.0	0.0
Shareholders' equity in accordance with U.S. GAAP after change in accounting principles		705.3	891.7
		=====	=====

The Group's accounting policies under IFRS are described below where these differ from the accounting treatment under U.S. GAAP:

a) Dry-docking costs

As of January 1, 2005, TORM changed its method of accounting for vessel dry-docking costs under U.S. GAAP from the accrual method to the deferral method. Under the accrual method, dry-docking costs had been accrued as a liability and an expense on an estimated basis in advance of the next scheduled dry-docking. Subsequent payments for dry-docking were charged against the accrued liability. Under the deferral method, costs incurred in replacing or renewing the separate assets that constitute the dry-docking costs are capitalized and depreciated on a straight-line basis over the estimated period until the next dry-docking. Dry-docking activities include, but are not limited to, inspection, service on turbocharger, replacement of shaft seals, service on boiler, replacement of hull anodes, applying of antifouling and hull paint, steel repairs and refurbishment and replacement of other parts of the vessel. This change was made to conform to prevailing shipping industry accounting practices and the Group's accounting under IFRS. On January 1, 2005, TORM recorded the effect of the change in accounting principle on periods prior to 2005 as a cumulative effect of accounting change of USD 8.7 million (net of income tax of USD 0.4 (income)) or USD 0.3 per basic share. The effect of this change in accounting method on the U.S. GAAP shareholders' equity was an increase of USD 8.7 million.

The proforma effect of this change, as if it had been made for 2004, would be to increase net income as follows:

	2004
Proforma (USD million)	
Net income as reported	187.7
Effect of accounting change	1.1
Net income	188.8
	=====
Per share (diluted)	
As reported	2.7
Effect of accounting change	0.0
	-----

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Total	2.7
	=====

### b) Write-down on assets

In 1998, TORM recognized an impairment charge for certain vessels on capital leases as the carrying value at the time exceeded the fair value of these vessels. In 2000, TORM recognized an impairment charge for certain properties for the same reason. Under IFRS, impairment losses are reversed in subsequent periods if the fair value increases. The Company recorded a reversal of the impairment loss of USD 1.7 million for the increase in fair value of these vessels during 2002 and a reversal of the impairment loss of USD 0.5 million for the increase in fair value of the properties during 2005.

Under U.S. GAAP, impairment losses cannot be reversed. This results in a difference in depreciation expense between US GAAP and IFRS. In February 2005, the vessels were sold and the remaining impairment loss was added to the profit on sale of vessels recognized under IFRS. In May 2006, the properties were sold and the remaining impairment loss was added to the profit on sale of properties recognized under IFRS.

### c) Derivative financial instruments

Both under IFRS and US GAAP, derivative financial instruments are recognized in the balance sheet at fair value. For fair value hedges the change in fair value is set off against the change in fair value of the hedged item. For cash flow hedges the change in fair value on the contract is recorded as a component of shareholders' equity and then transferred to the income statement when the hedged item is realized. The change in fair value on contracts that does not qualify for hedge accounting is recorded in the income statement at the end of each period.

TORM has entered into interest rate swaps to hedge the interest rate risk on the long-term loans obtained to finance vessel purchases.

As part of the transition to IFRS the fair value of interest rate swaps classified as cash flow hedges under previous GAAP has been recognized as a separate component of shareholders' equity on January 1, 2004. The majority of these interest rate swaps have either expired in 2004 or the forecast transaction was no longer expected to occur because the long-term loans have been repaid. Consequently, the fair value of these interest rate swaps has been transferred to the income statement in 2004.

Under US GAAP, TORM elected to apply hedge accounting to interest rate swaps designated as cash flow hedges beginning on October 1, 2003. For interest rate swaps entered prior to October 1, 2003 TORM accounted for changes in fair value as a component of income. As from January 1, 2005, TORM elected also to apply hedge accounting under US GAAP for the remaining interest rate swaps entered prior to October 1, 2003 in order to align the accounting under US GAAP and IFRS.

### d) Share options

Under IFRS, TORM's share option scheme is treated as cash-settled share-based payment transactions. A liability relating to share options not exercised is recognized in the balance sheet. The change in the liability for the period is recognized in the income statement. The liability is measured at fair value using the Black-Scholes model.

Under US GAAP, TORM implemented SFAS 123(R) as per 1 January 2006 using the prospective method. TORM's share option scheme qualifies as a liability under SFAS 123(R), which means that a liability for the fair value of the plan



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is recognized in the balance sheet and that the change in the liability for the period is recognized in the income statement. Previously, stock-based compensation was accounted for in accordance with Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees." and related interpretations in accounting for stock based compensation. Under APB No. 25, the Company recognized compensation expense for the difference between the exercise price and market price at the measurement date. This compensation was amortized over the vesting period. TORM grants options with cash settlement terms for which the measurement date is the date that these options are exercised. Under APB 25, compensatory plans with cash settlement terms qualified as variable plans, for which total compensation cost must be recalculated each period based on the current share price, until the options are exercised. The implementation of SFAS 123(R) had an effect of USD 0.0 million on the shareholders' equity under US GAAP as of 1 January 2006.

### e) Deferred gain on sale and lease back of vessels

During 2005, TORM sold and leased back 2 vessels for 5 years. The leases are regarded as operating leases under both IFRS and US GAAP.

Under IFRS, the profit on the sale of the vessels is recognized in the income statement immediately in accordance with IAS 17.

Under US GAAP the profit on the sale shall be deferred and amortized in proportion to the related gross rental charged to expense over the lease term in accordance with FAS 28 as the criteria to deviate from this treatment (cf. FAS 28 a, b and c) were not met. The profit on the sale and lease back transaction is deferred and amortized on a straight-line basis from February 1, 2005 to February 1, 2010.

### f) Deferred taxation

TORM applies the same treatment of deferred tax under IFRS and US GAAP. The reconciliation item relates to the tax effect of the differences in accounting treatment expressed by the items a) to e) above. The difference in deferred tax liability as at December 31, 2006 only relates to the deferral under US GAAP of the gain on sale of vessels in item e) above.

### g) Investment in bonds

Under IFRS, bonds are classified as financial assets at fair value through profit or loss and are measured at market value at the balance sheet date. Realized and unrealized gains and losses resulting from valuation or realization of bonds are recognized as financial items in the income statement. Bonds are traded frequently and therefore presented as current assets.

Under US GAAP, investments in bonds are classified as an available-for-sale, cf. Statement of Financial Accounting Standards No. 115 "Accounting for Certain Investments in Debt and Equity Securities". Unrealized gains and losses are recorded as a component of shareholders' equity unless there is an other than temporary impairment of the securities. The bonds were divested in 2005 and there were no other than temporary impairments in 2004 and 2005.

The effect of this difference on net income and shareholders' equity in 2004 and 2005 was USD 0.0 million.

### h) Joint ventures

The Group has investments in entities that are jointly owned and operated together with third parties, and in which the parties have joint dominant influence. Under IFRS, TORM accounts for these investments under the

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proportional consolidation method.

Under U.S. GAAP, these entities would be accounted for using the equity method, which will not result in a difference in net income between IFRS and U.S. GAAP.

The results reflected in the consolidated income statement for the years ended December 31, 2004, 2005 and 2006 in accordance with IFRS associated with these joint ventures are represented in Note 6 to the consolidated financial statements.

### i) Statement of cash flows

The cash flow statement prepared in accordance with IFRS presents substantially the same information as required under U.S. GAAP. Under U.S. GAAP, however, there are certain differences with regard to the classification of items within the cash flow statement.

Under IFRS, dry-docking costs are reflected as a component of investing activities, whereas under U.S. GAAP this amount is reflected as a component of operating activities.

The presentation of cash flows provided by (used in) operating, investing and financing activities, classified in accordance with U.S. GAAP, utilizing the amounts shown in the Company's IFRS cash flow statement are as follows for the years ended December 31, 2004, 2005 and 2006 (in thousands of USD):

	2004	2005	2006
	----	----	----
Net cash provided by operating activities	222,619	246,793	226,619
Net cash provided by (used in) investment activities	(181,726)	(458,816)	(111,816)
Net cash provided by (used in) financing activities	(2,765)	303,227	(238,527)
Net increase in cash and cash equivalents	38,128	91,204	(123,616)
Cash, beginning of year	27,396	65,524	156,728
Cash, end of year	65,524	156,728	33,012

### j) Earnings Per Share

Earnings per share is computed consistent with IFRS.

The following table sets forth the computation of basic and diluted U.S. GAAP net income per share (in thousands except share and per share data):

	2004	2005	2006
	-----	-----	-----
Numerator for basic and diluted Earnings Per Share (in thousands of USD)			
Profit from continuing operations	187,654	296,437	226,619
Profit from discontinuing operations	0	0	0
Profit for the year	187,654	296,437	226,619

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	No. of shares	No. of shares	No.
Weighted average number of shares:			
Basic	69,568,714	69,678,986	69,
Effect of dilutive shares and share options	521,226	57,450	
Diluted	70,089,940	69,736,436	69,
Basic earnings per share			
Profit from continuing operations	2.7	4.2	
Profit from discontinued operations	0.0	0.0	
Profit for the year before change in accounting principles	2.7	4.2	
Cumulative effect of change in accounting principles as at January 1, 2005	0.0	0.1	
Profit after change in accounting principles	2.7	4.3	
Diluted earnings per share			
Profit from continuing operations	2.7	4.2	
Profit from discontinued operations	0.0	0.0	
Profit for the year before change in accounting principles	2.7	4.2	
Cumulative effect of change in accounting principles as at January 1, 2005	0.0	0.1	
Profit after change in accounting principles	2.7	4.3	

The weighted average number of shares excludes the shares reacquired from the date of repurchase. The comparative figures for number of shares and earnings per share are restated to reflect the issue of bonus shares in May 2004 and share split of May 23, 2007.

k) Presentation of income statement

Under IFRS, TORM shall to present additional line items, headings and subtotals on the face of the income statement when such presentation is relevant to an understanding of the Company's financial performance. The Company presents the subtotals "Time charter equivalent earnings" and "Gross profit" as these subtotal are considered to be relevant to an understanding of TORM's financial performance.

Under U.S. GAAP these subtotals are not appropriate on the face of the income statement. The table below presents revenues and expenses in the Company's income statement prepared in accordance with IFRS as they would appear under the presentation requirements in U.S. GAAP for the years ended December 31, 2004, 2005 and 2006.

	2004	2005	2006
Gross Revenue	442,600	585,611	603,717
Port expenses, bunkers and commissions	(83,739)	(124,968)	(148,943)

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Freight and bunkers derivatives	(9,310)	3,194	620
Charter hire	(59,592)	(82,139)	(106,329)
Operating expenses	(49,792)	(66,744)	(77,624)
Profit from sale of vessels	0	54,731	54,362
Administrative expenses	(38,637)	(31,176)	(34,594)
Other operating income	13,139	12,570	9,839
Depreciation and impairment losses	(35,181)	(47,894)	(58,915)
<hr/>			
Operating profit	179,488	303,185	242,133
Financial income	42,789	26,004	39,473
Financial expenses	(16,949)	(29,822)	(40,520)
<hr/>			
Profit before tax	205,328	299,367	241,086
Tax expenses	(18,715)	(4)	(6,574)
<hr/>			
Net profit for the year	186,613	299,363	234,512
<hr/>			

### l) Segment reporting

One customer accounted for USD 96.5 million (16%) of our consolidated revenue in 2006 compared to USD 70.7 million (12%) in 2005. In 2004 no customers accounted for more than 10% of the consolidated revenue. The revenue was generated from both the Tanker and the Bulk division.

### m) New accounting requirements not yet adopted

In July 2006, the FASB issued Interpretation No. 48 (FIN 48) "Accounting for Uncertainty in Income Taxes", an Interpretation of FASB Statement No. 109 "Accounting for Income Taxes" to address financial statement recognition and measurement by an enterprise of a tax position taken or expected to be taken in a tax return. The interpretation creates a single model to address uncertainty in tax positions and prescribes the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. The interpretation also requires several new disclosures in annual financial statements. It is effective for financial statements issued for fiscal years beginning after December 15, 2006, and will therefore be adopted by the Company from January 1, 2007. The Company has assessed that the interpretation will not materially affect the financial statements.

In September 2006, the FASB issued SFAS No. 157 "Fair Value Measurements" ("SFAS No. 157"). This standard defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. The standard does not require any new fair value measurements. It is effective for financial statements issued for fiscal years beginning after November 15, 2007 and will therefore be adopted by the Company from January 1, 2008. The Company is currently assessing SFAS No. 157 and has not yet determined the impact that the adoption of this standard will have on its financial statement disclosures.

### NOTE 29 - MATERIAL EVENTS OCCURRED AFTER THE BALANCE SHEET DATE

#### Acquisition of OMI

On April 17, 2007, the Company along with Teekay Shipping Corporation ("Teekay") entered into a definitive agreement to acquire OMI Corporation. Under the agreement, OMI shareholders would receive USD 29.25 in cash for each share of OMI common stock they held. Teekay and TORM agreed to divide the assets of OMI equally and to equally split the total cost of the transaction of approximately \$2.2 billion, including assumed net debt and other transaction

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costs.

Under the agreement, Teekay and TORM were required to commence a tender offer to the OMI shareholders on or before April 27, 2007. The tender offer was subject to acceptance from OMI shareholders representing over 50 percent of OMI's outstanding shares, as well as receipt of standard regulatory approvals. At the expiration of the offer period, a total of 49,762,507 shares had been validly tendered by the shareholders of OMI providing Omaha, Inc, a subsidiary which is jointly held by TORM and Teekay, with control over OMI and allowing for TORM and TEEKAY to gain 100% ownership of OMI and allowing for a subsequent merger between Omaha, Inc. and OMI.

The merger of OMI with and into Omaha, Inc., the final step in the acquisition of OMI, occurred on June 8, 2007 and as a consequence of the merger Omaha, Inc. changed its name to OMI Corporation. The acquisition of OMI by TORM and TEEKAY was consequently completed on June 8, 2007 at the price of USD 29.25 per share, whereby OMI became a jointly owned subsidiary of TORM and TEEKAY.

TORM entered into a one-year USD 700 million bridge loan agreement with Danske Bank and HSH Nordbank on April 17, 2007, to assist in the financing of the acquisition of TORM's share of OMI.

### Share Split

At the Company's annual general meeting, which took place on April 17, 2007, a proposal was adopted for a 2:1 stock split of the Company's ordinary shares, nominal value DKK 10 into ordinary shares of nominal value DKK 5. The share split was carried out on the Copenhagen Stock Exchange on May 23, 2007, and the last day of trading in shares of par value DKK 10 was on May 22, 2007. The first day of trading in shares of par value 5 was May 23, 2007. The share split was carried out on NASDAQ on May 23, 2007 in relation to the Company's American Depository Shares with a record date of May 23, 2007 and a distribution date of May 31, 2007.

After the share split the Company's common shares consist of 72,800,000 shares in denomination of DKK 5 per share.

### Share buy back

For maintenance of the capital structure the Board of Directors has announced to undertake prior to the end of the current financial year a share buy-back programme of up to 15% of the Company's nominal share capital.

### Disposal of Norden shares

Torm has disposed the shareholding in NORDEN at 31 March 2007. The shares were sold through a book-building offer at a total price of DKK 3,940 million (USD 704 million). TORM's gain on the investment in Norden was DKK 3,599 million (USD 643 million), while the total return of the investment incl. dividends has been DKK 4,079 million (USD 725 million). The appreciation in the value of the investment since December 31, 2006 is DKK 354 million (USD 71 million).

## ITEM 19. EXHIBITS

Number	Description of Exhibits
1.1	Amended and Restated Articles of Association for A/S Dampskibsselskabet TORM (the "Company") and English Translation(1)

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- 1.2        \_\_\_\_\_ Rules of Procedure for the Board of Directors of the Company and English Translation (2)
- 2.2        \_\_\_\_\_ Form of Depositary Agreement between Deutsche Bank and the Company (2)
- 4.1        \_\_\_\_\_ The Company's Employee Stock Purchase Plan (2)
- 4.2        \_\_\_\_\_ Office lease between PFA Pension II and the Company and English Translation (2)
- 4.3        \_\_\_\_\_ Engagement letter of Bech-Bruun Dragsted and English Translation (2)
- 4.4        \_\_\_\_\_ DKK 42 million revolving credit facility letter from Danske Bank to the Company dated December 11, 1998 and English translation (2)
- 4.5        \_\_\_\_\_ Debt Instrument from Agnete Shipping Corporation to Danske Bank Aktieselskab, Singapore Branch, dated August 9, 1995 (2)
- 4.6        \_\_\_\_\_ Debt Instrument from Eastern Light Shipping Limited to Danske Bank Aktieselskab, Hong Kong Branch, dated November 17, 1995 (2)
- 4.7        \_\_\_\_\_ Debt Instrument from Southern Light Shipping Limited to Danske Bank Aktieselskab, Hong Kong Branch (2)
- 4.8        \_\_\_\_\_ Debt Instrument from Hermia Shipping Corporation to Danske Bank Aktieselskab, Singapore Branch, dated June, 14, 1996 and to Danske Bank A/S dated August 29, 2001 (2)
- 4.9        \_\_\_\_\_ Debt Instrument from Hilde Shipping Corp. to Danske Bank Aktieselskab, dated July 3, 2000 (2)
- 4.10       \_\_\_\_\_ Debt Instrument from Skagerak Tankers Limited to Danske Bank Aktieselskab, Singapore Branch, dated May 9, 1996 (2)
- 4.11       \_\_\_\_\_ Debt Instrument from Anne Product Carriers (PTE) Ltd. To Danske Bank Aktieselskab, Singapore Branch, August 28, 1998 (2)
- 4.12       \_\_\_\_\_ Debt Instrument from Gunhild Shipping Corporation to Danske Bank Aktieselskab, Singapore Branch, dated November 6, 1998 (2)
- 4.13       \_\_\_\_\_ Debt Instrument from Tekla Shipping Co. Ltd to Danske Bank, Singapore Branch, dated March 23, 1992 (2)
- 4.14       \_\_\_\_\_ Debt Instrument from Alice Product Tanker Corporation to Danske Bank Aktieselskab, Singapore Branch, dated November 8, 1994 (2)
- 4.15       \_\_\_\_\_ Debt Instrument from Bothnia Shipping Corporation to Danske Bank, Singapore Branch, dated September 20, 1989 (2)
- 4.16       \_\_\_\_\_ Debt Instrument from Olga Shipping Corporation to Danske Bank Aktieselskab, Singapore Branch, dated October 27,

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1995 (2)

- 4.17 \_\_\_\_\_ Secured Loan Agreement, between Caseros Shipping Limited and Nordea Bank, dated June 15, 1994 (2)
- 4.18 \_\_\_\_\_ Loan Agreement between Estrid Shipping Corporation and Danmarks Skibskreditfond, dated November 6, 2001 (2)
- 4.19 \_\_\_\_\_ Loan Agreement between Ragnhild Shipping Corporation and Danmarks Skibskreditfond, dated November 6, 2001 (2)
- 4.20 \_\_\_\_\_ Shipbuilding Contract for the Construction of Hull No. S161, between the Company and Samho Heavy Industries Co., Ltd. and Hyundai Heavy Industries Co., Ltd., dated November 24, 2000 (2)
- 4.21 \_\_\_\_\_ Shipbuilding Contract for the Construction of Hull No. S162, between the Company and Samho Heavy Industries Co., Ltd. and Hyundai Heavy Industries Co., Ltd., dated November 24, 2000 (2)
- 4.22 \_\_\_\_\_ Contract for Construction and Sale of Hull No. S-1089, between Thyra Shipping Corporation and Daedong Shipbuilding Co., Ltd., dated March 2, 2001 (2)
- 4.23 \_\_\_\_\_ Contract for Construction and Sale of Hull No. S-1090, between Freya Shipping Corporation and Daedong Shipbuilding Co., Ltd., dated March 2, 2001 (2)
- 4.24 \_\_\_\_\_ Contract for Construction and Sale of Hull No. S-1086, between Gertrud Shipping Corporation and Daedong Shipbuilding Co., Ltd., dated November 3, 2000 (2)
- 4.25 \_\_\_\_\_ Contract for Construction and Sale of Hull No. S-1087, between Gerd Shipping Corporation and Daedong Shipbuilding Co., Ltd., dated November 3, 2000 (2)
- 4.26 \_\_\_\_\_ Contract for Construction and Sale of Hull No. S-1079, between the Company and Daedong Shipbuilding Co., Ltd., dated August 25, 2000 (2)
- 4.27 \_\_\_\_\_ Contract for Construction and Sale of Hull No. S-1080, between the Company and Daedong Shipbuilding Co., Ltd., dated August 25, 2000 (2)
- 5.1 \_\_\_\_\_ Transaction Agreement, dated April 17, 2007, among Teekay Corporation, TORM, Omaha, Inc. and OMI Corporation (incorporated by reference to the Form 8-K filed by OMI Corporation on April 20, 2007) (3)
- 5.2 \_\_\_\_\_ Credit Agreement, dated April 17, 2007, among HSH Nordbank AG, Danske Bank A/S and TORM (incorporated by reference to the Schedule TO Amendment No. 2 filed by Teekay Corporation, TORM, Teekay Acquisition Holdings LLC and Omaha, Inc. on May 18, 2007) (3)
- 5.3 \_\_\_\_\_ Joint Venture Agreement, dated as of April 17, 2007, among Teekay, Teekay Acquisition Holdings LLC and TORM (incorporated by reference to the Schedule TO filed by Teekay Corporation, TORM, Teekay Acquisition Holdings LLC and Omaha, Inc. on April 27, 2007) (3)

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- 8.1            \_\_\_\_\_ List of the Company's subsidiaries (2)
- 12.1           \_\_\_\_\_ Rule 13a-14(a)/15d-14(a) Certification of the Company's Chief Executive Officer and Acting Chief Financial Officer
- 12.1           \_\_\_\_\_ Certification of the Company's Chief Executive Officer and Acting Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- (1)    Incorporated by reference from 6-K filed on May 1, 2007.
- (2)    Incorporated by reference from exhibit of same number to Registration Statement on Form 20-F, filed February 27, 2002 (File No. 000-49650).
- (3)    This agreement has been included to provide you with information regarding its terms. It is not intended to provide any other factual information about the filing persons. Such information can be found elsewhere in public filings these entities make, including such filings made with the Securities and Exchange Commission which are available without charge at [www.sec.gov](http://www.sec.gov). This agreement may contain representations and warranties by the filing persons and the other parties to the agreement. The representations and warranties reflect negotiations between the parties to the agreement and, in certain cases, merely represent allocation decisions among the parties and may not be statements of fact. As such, the representations and warranties are solely for the benefit of the parties to the agreement and may be limited or modified by a variety of factors, including: subsequent events; information included in public filings; disclosures made during negotiations; correspondence between the parties; and disclosure schedules to the agreement. Accordingly, the representations and warranties may not describe the actual state of affairs at the date they were made or at any other time and you should not rely on them as statements of fact.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this registration statement on its behalf.

AKTIESELSKABET DAMPSKIBSSELSKABET TORM

By: /s/ Klaus Kjaerulff

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Name: Klaus Kjaerulff  
Title: Chief Executive Officer

Date: June 25, 2007

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