

**NAMA CHEMICALS COMPANY AND
SUBSIDIARIES
(SAUDI JOINT STOCK COMPANY)**

**CONSOLIDATED INTERIM FINANCIAL
STATEMENTS AND AUDITOR'S REPORT
(LIMITED REVIEW) FOR THE THREE
MONTHS ENDED MARCH 31, 2015**

**NAMA CHEMICALS COMPANY AND SUBSIDIARIES
(SAUDI JOINT STOCK COMPANY)**

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(LIMITED REVIEW)
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**AUDITOR'S REPORT (LIMITED REVIEW)
ON CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

To the stockholders of
NAMA Chemicals Company
Al-Jubail, Kingdom of Saudi Arabia

Scope of Review

We have reviewed the consolidated interim balance sheet of NAMA Chemicals Company (Saudi Joint Stock Company) and Subsidiaries as of March 31, 2015 and the related consolidated interim statements of income and consolidated cash flows for the three months then ended and notes 1 to 10 which form an integral part of these consolidated interim financial statements as prepared by the Company and presented to us with all the necessary information and explanations. These consolidated interim financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standard of auditing applicable to interim financial reporting issued by the Saudi Organization for Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Review Results

Based on our limited review, we are not aware of any material modifications that should be made to the accompanying consolidated interim financial statements for them to be in conformity with generally accepted accounting standards in the Kingdom of Saudi Arabia.

For Dr. Mohamed Al-Amri & Co.

Gihad M. Al-Amri
Certified Public Accountant
Registration No. 362

April 8, 2015 G
Jumada 'II, 19, 1436 H

**NAMA CHEMICALS COMPANY AND SUBSIDIARIES
(SAUDI JOINT STOCK COMPANY)**

**CONSOLIDATED INTERIM BALANCE SHEET
AS AT MARCH 31, 2015**

	Notes	2015 SR'000 (Un-audited)	2014 SR'000 (Un-audited)
ASSETS			
Current assets			
Cash and cash equivalents		132,038	275,946
Time deposits		156,900	-
Trade receivables		124,493	173,655
Inventories		69,242	116,987
Advances, prepayments and other receivables		22,667	20,734
Total current assets		505,340	587,322
Non-current assets			
Time deposits		-	92,900
Available for sale investments		156,543	213,297
Other non-current assets		8,185	8,882
Cost of projects under development	3	102,461	40,964
Property, plant and equipment		1,721,205	1,831,589
Intangible assets		37,224	35,986
Total non-current assets		2,025,618	2,223,618
TOTAL ASSETS		2,530,958	2,810,940
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities			
Short term borrowings		64,609	76,637
Current portion of long term debts		173,479	229,333
Accounts payable		63,016	93,895
Accrued expenses and other payables		100,845	121,704
Total current liabilities		401,949	521,569
Non-current liabilities			
Long-term debts		905,250	881,946
End-of-service indemnities		32,052	26,669
Interest rate swap		3,118	6,381
Total non-current liabilities		940,420	914,996
Stockholders' equity			
Share capital	1	1,285,200	1,285,200
Statutory reserve	4	-	-
Revaluation surplus		94,043	150,797
Foreign currency translation adjustments		(701)	(431)
Accumulated losses		(189,953)	(61,191)
Total stockholders' equity		1,188,589	1,374,375
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		2,530,958	2,810,940

The accompanying notes form an integral part of these consolidated interim financial statements.

**NAMA CHEMICALS COMPANY AND SUBSIDIARIES
(SAUDI JOINT STOCK COMPANY)**

**CONSOLIDATED INTERIM STATEMENT OF INCOME
FOR THE THREE MONTHS ENDED MARCH 31, 2015**

	2015 SR'000 (Un-audited)	2014 SR'000 (Un-audited)
Sales	126,998	178,539
Cost of sales	(133,451)	(174,333)
Gross (loss) profit	(6,453)	4,206
Selling and marketing expenses	(8,025)	(13,949)
General and administrative expenses	(7,385)	(6,921)
(Loss) from operations	(21,863)	(16,664)
Financial expenses	(7,024)	(7,684)
Change in interest rate swap position	(141)	(62)
Investment income, net	324	380
Other income (expenses), net	(835)	10,240
Net loss before zakat	(29,539)	(13,790)
Zakat (note 5)	(1,614)	(1,078)
NET (LOSS)	(31,153)	(14,868)
(Loss) earnings per share – note 6		
(Loss) per share from net (loss) (in SR)	(0.24)	(0.12)
(Loss) per share from continuing main operations (in SR)	(0.23)	(0.20)
(Loss) earnings per share from other operations (in SR)	(0.01)	0.08
Weighted average number of shares	128,520,000	128,520,000

The accompanying notes form an integral part of these consolidated interim financial statements.

**NAMA CHEMICALS COMPANY AND SUBSIDIARIES
(SAUDI JOINT STOCK COMPANY)**

**CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED MARCH 31, 2015**

	2015	2014
	SR'000	SR'000
	(Un-audited)	(Un-audited)
OPERATING ACTIVITIES		
Net loss before zakat	(29,539)	(13,790)
Adjustments for:		
Depreciation	24,887	21,773
Amortization	1,771	950
End-of-service indemnities	1,154	1,042
Loss on disposal of property, plant and equipment	355	-
Change in interest rate swap position	141	62
Changes in operating assets and liabilities:		
Trade receivables	27,564	(8,149)
Inventories	(1,948)	16,130
Advances, prepayments and other receivables	(7,367)	(9,790)
Accounts payable, accrued expenses and other payables	(24,786)	18,271
Cash from operations	(7,768)	26,499
End-of-service indemnities paid	(739)	(787)
Zakat paid	-	(4,183)
Net cash (used in) from operating activities	(8,507)	21,529
INVESTING ACTIVITIES		
Additions to property, plant and equipment	(173)	(7,130)
Additions to cost of projects under development	(14,124)	(20,802)
Change in other non-current assets	692	506
Additions to intangible assets	-	(430)
Net cash used in investing activities	(13,605)	(27,856)
FINANCING ACTIVITIES		
Change in short term borrowings	(13,973)	13,717
Long term debts obtained	5,000	-
Repayment of long term debts	(5,850)	(37,211)
Net cash used in financing activities	(14,823)	(23,494)
Net change in cash and cash equivalents	(36,935)	(29,821)
Foreign exchange differences on foreign operations	(98)	(1)
Cash and cash equivalents, January 1	169,071	305,768
CASH AND CASH EQUIVALENTS, MARCH 31,	132,038	275,946
Non-cash transactions:		
Capital Spares transferred to PPE	5,719	-

The accompanying notes form an integral part of these consolidated interim financial statements.

**NAMA CHEMICALS COMPANY AND SUBSIDIARIES
(SAUDI JOINT STOCK COMPANY)**

**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2015**

1. ORGANIZATION AND ACTIVITIES

NAMA Chemicals Company (the Company) ("NAMA") is a Saudi Joint Stock Company registered in Al-Jubail Industrial City under the commercial registration number 2055007420. The share capital of the Company amounts to SR 1,285.2 million divided into 128.52 million shares of SR 10 each.

The subsidiaries of NAMA are as follows:

Al-Jubail Chemical Industries Co. ("JANA"), a limited liability company, is owned 95% by NAMA and 5% by NAMA Industrial Investment Company, a subsidiary of NAMA. On February 25, 2012 the Board of Directors of NAMA resolved to increase the share capital of JANA by SR 109 million from SR 666 million to SR 775 million by way of transfer of loans payable to NAMA to share capital. The legal formalities associated with the increase in the share capital were completed in 2012.

Arabian Alkali Company ("SODA"), a limited liability company, is owned 90% by NAMA and remaining 10% by JANA.

NAMA Industrial Investment Company, a limited liability company, is owned 95% by NAMA and 5% by SODA.

NAMA Europa GMBH, a limited liability company incorporated in Switzerland, is owned 99% by NAMA Industrial Investment Company and 1% by NAMA. The shareholding was notified in the commercial registry in Bern vide-CH-036.4.041.685-B.

The principal activities of NAMA and its subsidiaries ("the Group"), each of which operates under individual commercial registration, are to own, establish, operate and manage industrial projects in the petrochemical and chemical fields.

The Group incurs costs on projects under construction and development and subsequently establishes a separate company for each project that has its own commercial registration. Costs incurred by the Group are transferred to the separate company when it is established.

As of March 31, 2015, property, plant and equipment of SR 1,721.2 million (2014: SR 1,831.6 million) include costs of SR 373.9 million (2014: SR 416.3 million) incurred by the Company on the expansion of Epoxy plant capacity from 60,000 metric tons to 120,000 metric tons. Borrowing cost capitalized during the period amounted to SR Nil (2014: SR 1.4 million). Management of the Company believes that the capacity expansion has the ability to provide the entity with future economic benefits.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying interim consolidated financial statements have been prepared in accordance with the Standard for Interim Financial Information issued by the Saudi Organization for Certified Public Accountants in the Kingdom of Saudi Arabia. Significant accounting policies adopted by the Group are summarized as follows:

Accounting estimates

Preparing consolidated interim financial statements requires management to use assumptions and estimates which have an impact over the consolidated interim balance sheet and consolidated interim statement of income. The actual results may differ from these estimates.

Accounting convention

The consolidated interim financial statements are prepared under the historical cost convention, except for derivatives and investments in securities which are stated at fair value.

**NAMA CHEMICALS COMPANY AND SUBSIDIARIES
(SAUDI JOINT STOCK COMPANY)**

**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)
FOR THE THREE MONTHS ENDED MARCH 31, 2015**

Principles of consolidation

The consolidated interim financial statements include the accounts of NAMA and its subsidiaries which are owned above 50% after eliminating significant inter-company balances and transactions between the Company and its subsidiaries.

Investments

Investments in financial instruments are classified according to Group's intent with respect to these securities. Investments in companies whose shares are not readily marketable and in which NAMA owns less than 20% of the share capital are accounted for at cost. Impairment in value is recorded in the period in which the impairment is determined and charged to the consolidated interim statement of income. Dividends are recorded when received.

Investments in funds and marketable securities classified as available for sale are stated at market values. Changes in market values are credited or debited to stockholders' equity. The carrying amount of such investments is reduced to recognize any impairment in the value of the individual investment.

Revenue recognition

Sales are recognized upon delivery of goods to customers. Investment income, principally commissions on time deposits, is recognized on accruals basis.

Expenses

Selling and distribution expenses principally comprise of costs incurred in the sale and distribution of the Group's products and services. All other expenses are classified as general and administrative expenses.

General and administrative expenses include indirect costs not specifically part of cost of sales as required under generally accepted accounting principles. Allocations between general and administrative expenses and cost of sales, when required, are made on a consistent basis.

Cash and cash equivalents

Cash and cash equivalents comprise cash, time deposits and highly liquid investments with original maturities of three months or less.

Trade receivables

Trade receivables are carried at their original amount less provision made for doubtful accounts. An allowance for doubtful accounts is established when there is significant doubt that the Group will be able to collect all amounts due according to the original terms of trade receivables.

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is determined, for finished goods, on a weighted average cost basis and includes cost of materials, labour and an appropriate proportion of direct overheads. All other inventories are valued on a weighted average cost basis.

Derivative financial instruments

Derivative financial instruments are initially recorded at cost and are re-measured to fair value at subsequent reporting dates. Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognized in the consolidated interim statement of income as they arise.

A fair value hedge is a hedge of the exposure to changes in fair value of an asset or liability that is already recognized in the balance sheet. The gain or loss from the change in the fair value of the hedging instrument is recognized immediately in the consolidated interim statement of income. At the same time, the carrying amount of the hedged item is adjusted for the corresponding gain or loss since the inception of the hedge, which is also immediately recognized in the consolidated interim statement of income.

**NAMA CHEMICALS COMPANY AND SUBSIDIARIES
(SAUDI JOINT STOCK COMPANY)**

**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)
FOR THE THREE MONTHS ENDED MARCH 31, 2015**

A cash flow hedge is a hedge of the exposure to variability in cash flows relating to a recognized asset or liability, an unrecognized firm commitment or a forecasted transaction. To the extent that the hedge is effective, the portion of the gain or loss on the hedging instrument is recognized initially directly in stockholders' equity. Subsequently, the amount is included in the consolidated interim statement of income in the same period or periods during which the hedged item affects net profit or loss. For hedges of forecasted transactions, the gain or loss on the hedging instrument will adjust the recorded carrying amount of the acquired asset or liability.

Intangible assets

Intangible assets principally represent pre-operating costs, deferred charges, front-end fee and enterprise resource planning (ERP) solution program implementation costs. The pre-operating costs and ERP solution program implementation costs are amortized on the straight-line method over 5 to 7 years from date of commencement of commercial operations of the consolidated subsidiary. The front-end fees charged by lenders of loan are amortized over the terms of the loans.

Deferred charges principally represent pre-operating costs incurred, prior to commencement of commercial operations of the projects. These charges were reduced by the revenue generated by the sale of products manufactured during the commissioning stage. Deferred charges are amortized on the straight-line method over seven years from the dates of commencement of commercial operations of the projects.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Expenditure on maintenance and repairs is expensed, while expenditure for betterment is capitalized. Depreciation is provided over the estimated useful lives of the applicable assets using the straight-line method. Leasehold improvements are amortized over the shorter of the estimated useful life or the remaining term of the lease.

The estimated useful lives of the principal classes of assets are as follows:

	<u>Years</u>
Buildings and improvements on lease land	20 - 40
Plant and machinery	5 - 30
Vehicles	4
Furniture, fixtures and office equipment	5 - 10

Cost of assets disposed of and the related accumulated depreciation are removed from the consolidated interim financial statements and the resulting gain or loss is taken to the consolidated interim statement of income, at the time of disposal of assets.

Borrowing costs

Borrowing costs directly attributable to cost of projects under development are added to the cost of the project until such time as the project is ready for its intended use. Investment income earned on temporary investment of specific borrowings pending their expenditure on the project under construction is deducted from the borrowing costs eligible for capitalization.

Impairment

As of each balance sheet date, the Group reviews the carrying amounts of their non-current assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

**NAMA CHEMICALS COMPANY AND SUBSIDIARIES
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**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)
FOR THE THREE MONTHS ENDED MARCH 31, 2015**

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. Impairment losses are recognized as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior periods. A reversal of an impairment loss is recognized as income immediately.

Foreign currency translation

Transactions denominated in foreign currencies are translated into Saudi Riyals at exchange rates prevailing at the dates of such transactions. Monetary assets and liabilities denominated in foreign currencies are re-translated into Saudi Riyals at exchange rates prevailing at the balance sheet date. Exchange gains or losses are credited or charged to the consolidated interim statement of income.

The Company's books of accounts are maintained in Saudi Riyals. Assets and liabilities of foreign subsidiary are re-translated in Saudi Riyals at the exchange rate in effect at the date of consolidated interim balance sheet. The components of foreign subsidiary's equity accounts, except retained earnings are translated at the exchange rates in effect at the dates when the related items originated. The elements of foreign subsidiary's income statement are translated using the weighted average exchange rate for the period. Adjustments resulting from the translation of foreign subsidiary's financial statements into Saudi Arabian Riyals are reported as a separate component of equity attributable to stockholders of the Company in the consolidated interim financial statements.

Provision for obligation

A provision is recognized in the consolidated interim balance sheet when the Group has a legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

End-of-service indemnities

End-of-service indemnities, required by Saudi Arabian labour law, are provided in the consolidated interim financial statements based on the employees' length of service.

Zakat

NAMA and its subsidiaries are subject to zakat in accordance with the regulations of the Department of Zakat and Income Tax ("DZIT"). The foreign subsidiary is subject to tax regulations in the country of incorporation. Zakat is recorded at the quarter end based on quarter end figures and any difference between the estimate and the actual is adjusted at the fourth quarter. Any difference between the estimate and final assessment is recorded when settled.

Leasing

Leases are classified as capital leases whenever the terms of the lease transfer substantially all of the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Rentals payable under operating leases are charged to income on a straight-line basis over the term of the operating lease.

**NAMA CHEMICALS COMPANY AND SUBSIDIARIES
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**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)
FOR THE THREE MONTHS ENDED MARCH 31, 2015**

Segmental Reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (a business segment) or in providing products or services within a particular economic environment (a geographical segment), which is subject to risks and rewards that are different from those of the other segments. Because the Group carries out its activities in the Kingdom of Saudi Arabia and abroad reporting is provided by products and geographical segments.

3. COST OF PROJECTS UNDER DEVELOPMENT

The balance of cost of projects under development as of March 31, 2015 comprised the Employee Housing Project which included construction costs under various agreements and directly attributable costs to bring the asset to the location and working condition necessary for it to be capable of operating in a manner intended by the management. Directly attributable costs includes employee benefits, site preparation costs, and construction costs. Interest cost capitalized during the quarter is SAR 0.97 million (2014: SR 0.50 million).

4. STATUTORY RESERVE

In accordance with its Articles of Association and the Regulations for Companies in the Kingdom of Saudi Arabia, NAMA allocates 10% of its net income each year to form a statutory reserve until such reserve equals 50% of its share capital. This reserve is not available for dividend distributions.

In 2012 the stockholders and subsequently the directors resolved to offset the accumulated losses of SR 273.381 million against statutory reserve. As the Company has loss in the current period no allocation has been made to the statutory reserve.

5. ZAKAT

The Group has yet to receive the final zakat assessments for the years 2000 to 2014 as these are still under review by the Department of Zakat and Income Tax (DZIT), except for subsidiaries JANA and SODA for which the final zakat assessments for the years from 2003 to 2014 and from 2008 to 2014 respectively are under review by the DZIT.

6. (LOSS) EARNINGS PER SHARE

Loss per share from net loss is computed by dividing net (loss) for the periods with the weighted average number of shares outstanding during the periods.

Loss per share from the continuing main operations is computed by dividing loss from operations after finance charges and zakat for the period with the weighted average number of shares outstanding during the periods.

(Loss) earnings per share from other operations are computed by dividing the total investment income, change in interest rate swap position and other income net, with the weighted average number of shares outstanding during the periods.

**NAMA CHEMICALS COMPANY AND SUBSIDIARIES
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**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)
FOR THE THREE MONTHS ENDED MARCH 31, 2015**

7. SEGMENTAL ANALYSIS

a) As of March 31, analysis of sales, operating (loss) income and net assets by activities:

	Sales		Operating loss		Net assets	
	For the three months ended March 31, 2015, SR 000 (Un-audited)	For the three months ended March 31, 2014, SR 000 (Un-audited)	For the three months ended March 31, 2015, SR 000 (Un-audited)	For the three months ended March 31, 2014, SR 000 (Un-audited)	As of March 31, 2015, SR 000 (Un-audited)	As of March 31, 2014, SR 000 (Un-audited)
Epoxy resin products	98,100	156,880	(7,839)	(15,132)	307,105	391,999
Chlor Alkali products	37,908	54,529	(11,930)	788	115,442	169,323
Others	-	-	(2,094)	(2,320)	1,220,804	1,390,893
Total	136,008	211,409	(21,863)	(16,664)	1,643,351	1,952,215
Inter-company Eliminations	(9,010)	(32,870)	-	-	(454,762)	(577,840)
Net	126,998	178,539	(21,863)	(16,664)	1,188,589	1,374,375

Nama Chemicals Company and NAMA Industrial Investment Company have been grouped as part of "Others" as these are holding companies.

b) As of March 31, analysis of sales and operating income by geographical location:

	Sales		Operating loss	
	For the three months ended March 31, 2015, SR 000 (Un-audited)	For the three months ended March 31, 2014, SR 000 (Un-audited)	For the three months ended March 31, 2015, SR 000 (Un-audited)	For the three months ended March 31, 2014, SR 000 (Un-audited)
Local sales	63,088	55,279	(10,990)	(4,214)
Export sales	72,920	156,130	(8,780)	(10,130)
Others	-	-	(2,093)	(2,320)
Total	136,008	211,409	(21,863)	(16,664)
Inter-company Eliminations	(9,010)	(32,870)	-	-
Net	126,998	178,539	(21,863)	(16,664)

**NAMA CHEMICALS COMPANY AND SUBSIDIARIES
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**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)
FOR THE THREE MONTHS ENDED MARCH 31, 2015**

8. COMMITMENTS AND CONTINGENCIES

As of March 31, 2015, the Group has outstanding letters of credit and letters of guarantee of SR 26.55 million (2014: SR 33.19 million) issued in the normal course of business.

As of March 31, the Group had the following capital commitments:

	<u>2015</u> <u>SR'000</u> <u>(Un-audited)</u>	<u>2014</u> <u>SR'000</u> <u>(Un-audited)</u>
Commitments for the acquisition/construction of property, plant and equipment	<u>107,570</u>	<u>203,900</u>

9. RESULTS OF INTERIM PERIOD

The results of the interim periods are not audited and therefore it may not give an accurate indicator of the annual operating results.

10. COMPARATIVE FIGURES

Certain figures for 2014 have been reclassified to conform to the presentation in current period.
