Al Batinah Power S.A.O.G. (the "Company") Report of the Directors for the six months to 30 June 2014

1. Introduction

The Directors are pleased to submit their report, together with the financial statements of the Company, for the six months to 30 June 2014.

The Sohar II plant was inaugurated by His Excellency Mohammed bin Salim bin Said Al Tobi (Minister of Environment and Climate Affairs) on 24th March 2014.

The Company undertook an Initial Public Offering (IPO) in May/June 2014 and became publically listed on the Muscat Securities Exchange (MSM) on 23rd June 2014.

There are no legal proceedings against the Company. The Company complies with and maintains high standards of Corporate Governance. In particular, the Company has an Audit Committee to oversee financial and accounting matters and advise the Board of Directors accordingly.

2. Review of Operations

The Sohar II plant has operated well during the six months of the current year and achieved 99.9% reliability, compared to 99.8% for the same period in 2013. The plant dispatched 1,640 GWh of power, which is 82.4% higher than the same period in 2013 (899.2GWh). The planned plant maintenance for Q1 2014 was completed within schedule and the plant successfully passed its annual performance test on 20/03/2014.

The health and safety record for the Company and the O&M Contractor, STOMO (Suez-Tractebel Operations & Maintenance Oman), were excellent, with no Lost Time Accidents (LTA). No environmental incidents have occurred to 30 June 2014 and all of the required licences and permits are in place or in process of renewal and all reporting requirements have been satisfied.

3. Financial Result

3.1 Operating Revenue & Gross Profit

The Company achieved a turnover of OMR 25.2 million and an EBITDA of OMR 13.8 million, compared with OMR 17.7 million & OMR 12.0m million respectively in the same period in 2013

3.2 Operating, General & Administrative Costs (OGA)

OGA were OMR 15.2 million which included one off costs of OMR 0.4 million related to the IPO and plant inauguration.

3.3 Finance Expenses

Finance expenses were OMR 6.2 million

3.4 Net profit & Earnings per Share

The net profit for the Company for the six month to June 2014 was OMR 2.0 million compared to OMR 5.6 million for the same period in 2013. Earnings per share (EPS) were OMR 0.0030 compared with OMR 0.1636 in the same period in 2013 (N.B. the nominal share capital was revalued from OMR 1.000 to OMR 0.1000 via a share split in Q1 2014, therefore the comparative EPS for the same period in 2013 is OMR 0.0164)

* Important note: for purposes of comparison, the Company advises that it started operations in April 2013 and that its contractual tariff is highly seasonal (lower in October to March and higher in April to September). Therefore, while revenues for the 6-month period ended 30 June 2014 (6 months of operations) are higher than in the same period of 2013 (3 months of operations), the net profit is lower due to a blend of low and high tariff (while the same period in 2013 was not affected by low winter tariff).

3.5 Dividends

The Company paid a dividend of OMR 0.0015 per share in July 2014 compare to OMR 0.000 in the same period in 2013

4. Future Outlook

The Company expects that the plant will continue to perform well and that the financial performance for the full year 2014 should be as expected

The Board would like to close by expressing its sincere appreciation to the staff of the Company for their outstanding performance during the first six months of 2014 and for the critical support of all our Stakeholders.

On behalf of the Board of Directors, I would also like to take this opportunity to extend our gratitude to His Majesty Sultan Qaboos Bin Said and His Government for their continued support and encouragement to the private sector. May Allah protect them for all of us.

On behalf of the Board

Padmanabhan Ananthan Deputy Chairman

Unaudited statement of profit or loss for the six month period ended 30 June

	Notes	2014 RO	2013 RO
Revenue Direct cost	9	25,195,230 (14,394,021)	17,661,513 (7,857,872)
Gross profit		10,801,209	9,803,641
General and administrative expenses Profit before interest and taxes	10	(774,938) 10,026,271	(230,028) 9,573,613
Finance costs Net profit before tax Tax expense Net profit after tax	11 - - -	(6,159,077) 3,867,194 (1,866,603) 2,000,591	(3,060,231) 6,513,382 (951,714) 5,561,668
Basic earnings per share *(Baizas)	14	2.96	16.36

^{*}Variance in basic earnings per share between June 2014 and June 2013 is due to the increase in share capital resulting from a debt/equity conversion on April 01, 2013 (Refer note 14 for details).

Unaudited statement of comprehensive income *for the six month period ended 30 June*

	2014 RO	2013 RO
Net profit after tax	2,000,591	5,561,668
Other comprehensive income, net of tax: Item that will be reclassified to profit and loss		
Cash flow hedges - effective portion of changes in fair value	(3,944,529)	10,856,509
Total comprehensive (loss) income for the period	(1,943,938)	16,418,177

Unaudited statement of financial position

as at

	Notes	30 June 2014 RO	31 December 2013 RO
Non-current assets			
Property, plant and equipment	3	287,317,592	290,980,174
Deferred tax asset		982,732	430,743
Total non-current assets		288,300,324	291,410,917
Current assets			
Trade and other receivables	5	8,284,616	2,643,075
Inventories		1,893,314	1,893,314
Cash and cash equivalents	6	5,944,655	5,057,149
Total current assets		16,122,585	9,593,538
Total assets		304,422,909	301,004,455
Equity			
Share capital	7(a)	67,488,743	67,488,743
Legal reserve	7(b)	1,091,682	1,091,682
Retained earnings		10,102,902	9,114,642
Shareholder's fund		78,683,327	77,695,067
Hedging reserve	<i>7(c)</i>	(6,943,537)	(2,999,008)
Total equity		71,739,790	74,696,059
Non-current liabilities			
Term loans	4	199,880,365	200,686,579
Derivative instruments		7,890,383	3,411,782
End of service benefits		8,022	6,146
Asset retirement obligation		443,514	425,119
Deferred tax liability		5,949,480	4,068,320
Total non-current liabilities		214,171,764	208,597,946
Current liabilities			
Term loans	4	12,397,905	11,875,621
Short term borrowing		-	2,655,000
Trade and other payables	8	5,101,119	3,179,829
Dividend payable	7(<i>d</i>)	1,012,331	
Total current liabilities		18,511,355	17,710,450
Total liabilities		232,683,119	226,308,396
Total equity and liabilities		304,422,909	301,004,455
Net asset per share (Baizas)	13	117	153

Unaudited statement of cash flows

for the six month period ended 30 June

	2014	2013
	RO	RO
Cash flows from operating activities:		
Net profit after tax	2,000,591	5,561,668
Adjustments for:		
Income tax expense	1,866,603	951,714
Depreciation	3,722,408	2,423,061
Loss on sale of property, plant and		
equipment	-	44
Ineffective portion of hedge	(3,360)	1025
End of service benefits (net)	1,876	1,423
	7,588,118	8,938,935
Changes in:		
Trade and other receivables	(5,641,541)	(13,802,130)
Inventories	-	(139,883)
Asset retirement obligation	18,395	677,035
Trade and other payables	1,921,290	(2,308,164)
Net cash from/used in operating		
activities	3,886,262	(6,634,207)
Cash flows from investing activities: Acquisition of property, plant and	(50.024)	(110.076.266)
equipment	(59,826)	(119,876,266)
Proceeds from sale of fixed asset	•	102.751.244
Transfer of capital work in progress	(50.027)	102,751,344
Net cash used in investing activities	(59,826)	(17,124,907)
Cash flows from financing activities:		
Movement in equity bridge loan	-	(60,262,377)
Movement in shareholder loans	-	(6,698,874)
Movement in share capital	-	66,988,743
Net proceeds from term loan	(283,930)	24,802,282
Short term borrowing	(2,655,000)	1,854,000
Net cash (used in)/from financing		
activities	(2,938,930)	26,683,774
Net change in cash and cash equivalents	887,506	2,924,660
Cash and cash equivalents at beginning of the period	5,057,149	1,452,188
Cash and cash equivalents at end of the period (note 6)	5,944,655	4,376,848

Unaudited statement of changes in equity for the six months period ended 30 June

	Share capital RO	Hedging reserve RO	Legal reserve RO	Retained earnings RO	Total RO
Unaudited					
At 1 January 2013 Total comprehensive income for the period	500,000	(18,032,842)	166,667	4,442,260	(12,923,915)
Other comprehensive income for the period Changes in fair value of cash flow hedge, net of	-	-	-	5,561,668	5,561,668
income tax		10,856,509	-	-	10,856,509
Total comprehensive income for the period		10,856,509	-	5,561,668	16,418,177
Transactions with owners of the Company Conversion of shareholder					
and equity bridge loans	66,988,743	=	-	=	66,988,743
Total transactions with owners of the Company	66,988,743	-	-	-	66,988,743
At 30 June 2013	67,488,743	(7,176,333)	166,667	10,003,928	70,483,005
At 1 January 2014 Total comprehensive income for the period	67,488,743	(2,999,008)	1,091,682	9,114,642	74,696,059
Other comprehensive income for the period Changes in fair value of cash flow hedge, net of	-	-	-	2,000,591	2,000,591
income tax	-	(3,944,529)	-	-	(3,944,529)
Total comprehensive loss for the period	<u> </u>	(3,944,529)	-	2,000,591	(1,943,938)
Transactions with owners of the Company Dividend	_	_	_	(1,012,331)	(1,012,331)
Total transactions with					
owners of the Company At 30 June 2014	67,488,743	(6,943,537)	1,091,682	(1,012,331) 10,102,902	(1,012,331) 71,739,790
	07,100,710	(0,5-10,001)	2,071,002	1091049204	, 1,,0,,,,0

Notes to the unaudited financial statements At 30 June 2014

1 Legal status and principal activities

Al Batinah Power Company SAOG (the "Company") is a public Omani Joint Stock Company registered on 2 August 2010 under the Commercial Companies Law of Oman.

The Company's principal activities are as follows:

- Design, procurement, construction, commissioning and financing of the Sohar 2 Power Plant ("the Plant") with a capacity of about 750 MW.
- The full operation and maintenance of the Plant in accordance with good practices throughout the useful life time of the Plant from the Commercial Operation Date ("COD").
- Making available the demonstrated power capacity.
- Selling the electricity energy delivered to Oman Power & Water Procurement Company SAOC ("OPWP").

The Company's issued share capital is owned 29.9% by Kahrabel FZE ("Kahrabel"), UAE (a GDF Suez entity), 14.3% by Multitech LLC ("Multitech"), Oman (a Suhail Bahwan group company), 7.15% each by Blue Horizon Sohar Power BV ("Sojitz",a Sojitz Corporation group company) and SEP International Netherlands BV ("Yonden" a Shikoku Electric Power group company), 6.5% by Public Authority for Social Insurance, Oman ("PASI"), ("together the Founder Shareholders") and 35% by Public.

Commercial Operation of the Plant was achieved by the Company on 3 April 2013.

2 Significant event

The Company – Initial Public Offering ("IPO")

At an Extraordinary General Meeting ("EGM") held on 31 March, 2014, the Shareholders resolved to transform the Company into a public joint stock company ("SAOG") organised under the laws of the Sultanate of Oman and to amend the Articles of Association accordingly.

The IPO was finalised during the month of June 2014 and the Company was listed on the Muscat Securities Market on 23 June 2014

Notes to the unaudited financial statements At 30 June 2014

3 Property, plant and equipment

	Property, plant and equipment	De- commissioning asset RO	Technical spares	Others assets	Total
	RO	KU	RO	RO	RO
Cost					
1 January 2014 Additions during the	296,590,233	398,620	1,376,696	107,446	298,472,995
period	10,670		33,803	15,353	59,826
30 June 2014	296,600,903	398,620	1,410,499	122,799	298,532,821
Depreciation					
1 January 2014 Charge for the	7,335,779	7,613	49,268	100,161	7,492,821
period	3,684,356	5,011	28,188	4,853	3,722,408
30 June 2014	11,020,135	12,624	77,456	105,014	11,215,229
Carrying amount					
30 June 2014	285,580,768	385,996	1,333,043	17,785	287,317,592
31 December 2013	289,254,455	391,007	1,327,429	7,285	290,980,174
•					

Notes to the unaudited financial statements At 30 June 2014

4 Term loan

	30 June 2014	31 December 2013
	RO	RO
Term loans	222,907,564	223,916,175
Less: current portion	(12,397,905)	(11,875,621)
Non-current portion	210,509,659	212,040,554
Less: Unamortised transaction cost	(10,629,294)	(11,353,975)
	199,880,365	200,686,579

On 16 September 2010, the Company entered into a Common Terms Agreement ("CTA"), for credit facilities with a consortium of international banks, export credit agencies and local banks, with Credit Agricole Corporate and Investment Bank as the Global Facility Agent; Offshore Security Trustee, Offshore Account Bank, KEXIM Facility Agent and Commercial Facility Agent, Bank Muscat SAOG as Onshore Account Bank; Performance Bond Issuing Bank and Performance Bond Facility Agent and KfW Ipex Bank GMBH as the Hermes Facility Agent.

At 30 June 2014 and 31 December 2013 the facility limits and outstanding amounts were as follows:

	Limit	Outstanding
	RO	RO
30 June 2014		
Hermes covered variable facility	72,286,000	68,310,270
KEXIM direct facility	44,923,058	42,452,289
Commercial facility	50,357,196	48,670,230
Hermes covered fixed facility	46,140,000	43,602,300
KEXIM covered facility	21,029,074	19,872,475
	234,735,328	222,907,564
31 December 2013		
Hermes covered variable facility	72,286,000	68,368,009
KEXIM direct facility	44,923,058	42,488,228
Commercial facility	50,357,196	49,531,338
Hermes covered fixed facility	46,140,000	43,639,212
KEXIM covered facility	21,029,074	19,889,298
	234,735,328	223,916,175

Notes to the unaudited financial statements At 30 June 2014

5 Trade and other receivables

		30 June	31 December
		2014	2013
		RO	RO
	Trade receivables	7,421,165	2,098,917
	Prepayments	698,235	363,456
	Due from related parties (note 12)	38,350	11,124
	Other receivable	126,866	169,578
	<u>-</u>	8,284,616	2,643,075
6	Cash and cash equivalents		
	Cash in hand and at bank	5,944,655	1,827,349
	Short term deposit with a bank	-	3,229,800
		5,944,655	5,057,149

7 Equity

(a) Share capital

As at 30 June, 2014, the Company's issued and paid-up capital consists of 674,887,430 shares of 100 baizas each. The Company was incorporated with an initial paid-up capital of 500,000 shares of RO 1 each. In 2013 the Company increased its issued share capital from RO 500,000 to RO 67,488,743 by means of a debt/equity conversion of the equity bridge loans and shareholder loans.

The details of the shareholders are as follows:

30 June 2014

	Nationality	No. of shares held of nominal value RO 0.100 each	% of total	Aggregate nominal value of shares held RO'000s
Kahrabel FZE	UAE	201,791,343	29.90%	20,179,135
Multitech LLC	Omani	96,508,899	14.30%	9.650,890
SEP International Netherlands B.V	Netherlands	48,254,453	7.15%	4,825,445
Blue Horizon Sohar Power B.V	Netherlands	48,254,453	7.15%	4,825,445
Public Authority for Social Insurance	Omani	43,867,681	6.50%	4,386,768
Public		236,210,601	35.0%	23,621,060
		674,887,430	100.0%	67,488,743
31 December 2013				
		No. of shares		Aggregate
	Nationality	held of	% of	nominal value
	rutionanty	nominal value	total	of shares held
		RO 1 each		RO'000s
Kahrabel FZE	UAE	31,044,822	46%	31,044,822
Multitech LLC	Omani	14,847,523	22%	14,847,523
SEP International Netherlands B.V	Netherlands	7,423,762	11%	7,423,762
Blue Horizon Sohar Power B.V	Netherlands	7,423,762	11%	7,423,762
Public Authority for Social Insurance	Omani	6,748,874	10%	6,748,874
		67,488,743	100%	67,488,743

Notes to the unaudited financial statements At 30 June 2014

7 Equity (continued)

In 2013, the Capital Markets Authority (CMA) advised to proceed with a stock split of 1:10, i.e. 10 shares with a nominal value of 100 baizas in replacement of 1 share with RO 1 nominal value. Pursuant to the approval by the shareholders to proceed with the stock split during the Extraordinary General Meeting held on 18 February, 2014, the Articles of Association of the Company and the Shareholders' Register at Muscat Clearing and Depository have been amended with effect from 30 March, 2014. Accordingly from 30 March, 2014, the Company's issued and paid-up capital consists of 674,887,430 shares of 100 baizas each.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares are ordinary and rank equally with regard to the Company's residual assets.

(b) Legal reserve

Article 106 of the Commercial Companies Law of 1974 requires that 10% of a company's net profit be transferred to a non-distributable legal reserve until the amount of legal reserve becomes equal to at least one-third of the Company's issued share capital.

(c) Hedging reserve

Hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred.

(d) Dividend declared

Further to the 23 March, 2014 shareholders resolution, the Board of Directors, in the meeting held on 12 June, 2014, approved an interim cash dividend of 1.5 baizas per share from the audited accounts of the Company as of 31 December 2013 to the shareholders of the Company who are registered in the Company shareholders' register with Muscat Depository & Securities Registration Company SAOC as on 25 June 2014.

8 Trade and other payables

	30 June 2014 RO	31 December 2013 RO
Trade payables	58,346	56,905
Accrued gas cost	1,543,204	600,489
Accrual interest cost	1,791,613	1,800,904
Other payable and accruals	1,707,956	721,531
	5,101,119	3,179,829

9 Direct cost

Fuel gas	6,472,568	3,269,108
Operation and maintenance cost	3,192,207	1,722,197
Depreciation (note 3)	3,712,544	2,400,144
Insurance	401,247	175,926
Other operating expenses	615,455	290,497
_	14,394,021	7,857,872

Notes to the unaudited financial statements At 30 June 2014

10 General and administrative expenses

	30 June	30 June
	2014	2013
OCC	RO	RO
Office rent	8,908	6,693
Employment costs	47,624	42,513
Secondment fees	117,754	57,055
Agency fees	23,889	12,951
Audit and tax fees	9,279	5,229
Plant inauguration costs	129,782	-
Net IPO Costs	254,185	-
Depreciation (note 3)	4,853	17,333
Other general and administrative		
expenses	<u>178,664</u>	88,254
	774,938	230,028
11 Finance costs		
Swap interest	2,475,994	1,216,342
Interest on term loans	2,858,412	1,465,844
Interest on working capital Amortisation of deferred finance	23,495	7,375
costs	724,682	365,338
Interest on payables	-	6
Ineffective/effective portion of hedge	(3,360)	1,025
DSRA LC cost	73,157	-
Interest income	(4,557)	-
Exchange loss	11,254	4,301
	6,159,077	3,060,231

Notes to the unaudited financial statements At 30 June 2014

12 Related party transactions

The Company has entered into transactions with entities related to significant shareholders or directors ("related parties"). In the ordinary course of business, such related parties render services to the Company. During the period the following transactions were carried out with related parties:

(i) Purchase of services

	30 June	30 June
	2014	2013
	RO	RO
Purchase of services	3,428,490	1,788,138
(ii) Remuneration to directors		
Directors sitting fees	8,000	7,800
(i) Year end balances		
	30 June	31 December
	2014	2013
	RO	RO

13 Net assets per share

Due from related parties

Net assets per share is calculated by dividing the net assets attributable to the ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period

38,350

11.124

	30 June 2014	31 December 2013
Net assets – shareholder funds (RO'000)	78,683	77,695
Weighted average number of shares outstanding during the period ('000s)	674,887	507,416
Net asset per share (Baizas)	117	153

Weighted average number of shares as at 31 December, 2013 is based on 5,000,000 shares outstanding as at 01 January, 2013 for three months (25% weightage) and 674,887,430 shares outstanding as at 31 December, 2013 for nine months (75% weightage).

(The nominal value per share in 2013 was based on RO 1 per share. For purpose of calculating the weighted average it is assumed at 100 baizas per share to make it compatible with 2014 basis).

Notes to the unaudited financial statements At 30 June 2014

14 Basic earnings per share

Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period

	30 June 2014	30 June 2013
Profit for the period (RO'000)	2,000	5,562
Weighted average number of shares outstanding during the period ('000s)	674,887	339,944
Earnings per share (Baizas)	2.96	16.36

Weighted average number of shares as at 30 June, 2013 is based on 5,000,000 shares outstanding as at 01 January, 2013 for three months (50% weightage) and 674,887,430 shares outstanding as at 30 June, 2013 for three months (50% weightage).