### Directors' Report

On behalf of the Board of Directors, I take pleasure in placing before you the results of the Company for the three months period ended 31 March 2012.

### Economic environment

The local economic environment was positive during the period. The many infrastructure projects which are in the implementation phase will result in growth in business confidence and consumer consumption through employment generation in the short to medium term. Overall, our reading of the economic climate is cautiously positive for our business.

### Operating performance

Net investment in finance activities as on 31 March 2012 was Rials 106.62M (Rials 107.52M as on 31 December 2011).

Overall, the Company's net profit was Rials 912K for the first three months ended 31 March 2012 (Rials 640K for the same period in 2011).

During the period your company has successfully issued 75 million shares through rights issue. Post rights issue, the company's paid up share capital has been increased to Rials 25.05 million.

Your company has successfully implemented a new IT system with effect from January 1, 2012. The new system helps the company in automating its processes and increases our capacity to handle higher volume of transactions.

### Future outlook

The business was as expected during the first quarter and will improve in the next few months. On the other hand, we will continue to deal with the increased challenges of competition as well as the customers who have been adversely impacted by increased competition in the local market. We expect that the banking system will retain sufficient liquidity.

Your company is equipped to face these challenges and is taking appropriate actions to manage the risk arising therefrom. The well-defined policies and procedures, strong channels of communication and customer relationships, experienced and result oriented management and staff will enable the company to deal with the challenges of a rapidly changing global and local economy.

### **Other Matters**

The company continued its training efforts for its personnel. As of 31 March 2012 the Omanisation level stood at 75.9% which continued to be higher than the minimum prescribed for finance and leasing companies. The company continues to remain committed to providing increased exposure and training to Omani staff to prepare them for higher responsibilities.

Taya Bin Jandal Bin Ali Chairman

# UNAUDITED CONDENSED INTERIM STATEMENT OF COMPREHENSIVE INCOME FOR THE THREE MONTHS PERIOD ENDED 31 MARCH 2012

		31 March	31 March
	N-4-	2012 Distance	2011 Diala 2000
	Note	<b>Rials '000</b>	Rials '000
Finance income		2,795	2,244
Interest expense		<u>(804</u> )	<u>(722</u> )
Net finance income		1,991	1,522
Other income	10	169	<u>186</u>
Net operating income		2,160	1,708
Expenses			
General and administrative expenses	11	(773)	(618)
Depreciation	18	<u>(64</u> )	(28)
Profit before impairment		1,323	1,062
Impairment of financing receivables - net	16	(295)	(377)
Bad debts written back		<u>35</u>	<u>50</u>
Profit before taxation		1,063	735
Taxation	12	( <u>147</u> )	<u>(94</u> )
Profit for the period		916	641
Other comprehensive income			
Revaluation of land and buildings		4	7
Other comprehensive income for the period		4	
T.4-1		020	C40
Total comprehensive income for the period		<u>920</u>	<u>648</u>
Earnings per share (Rials)	13	<u>0.004</u>	<u>0.004</u>

The notes on pages 6 to 13 form an integral part of these interim financial information.

## UNAUDITED CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2012

		31 March 2012	31 March 2011	31 December 2011
	Note	Rials '000	Rials '000	Rials '000
Assets				
Cash and bank balances	14	2,466	676	1,238
Statutory deposit	15	50	50	50
Net investment in financing activities	16	106,619	86,981	107,520
Advances and prepayments		2,261	898	1,131
Property pending sale	17	131	159	131
Deferred tax asset		668	589	668
Property and equipments	18	<u>1,415</u>	1,095	1,219
Total asset		<u>113,610</u>	<u>90,448</u>	<u>111,957</u>
Equity				
Share capital	19	25,055	17,555	17,555
Revaluation reserve		675	727	679
Legal reserve		2,146	1,791	2,146
Foreign currency reserve		•	153	
Retained earnings		<u>2,690</u>	773	3,524
Total equity		<u>30,566</u>	<u>20,999</u>	<u>23,904</u>
Liabilities				
Creditors and accruals	20	5,133	4,672	4,736
Staff terminal benefits		458	329	422
Provision for income tax		580	491	937
Bank borrowings	21	62,979	53,099	68,504
Fixed deposits	22	13,719	10,677	13,278
Deferred tax liability		175	181	<u>176</u>
Total liabilities		83,044	69,449	88,053
Total equity and liabilities		<u>113,610</u>	90,448	<u>111,957</u>
Net assets per share		<u>0.122</u>	<u>0.120</u>	<u>0.136</u>

These unaudited condensed interim financial information from page 2 to 13 were approved and authorised for issue in accordance with a resolution of the Board of Directors on April 30, 2012 and signed on their behalf by:

TAYA BIN JANDAL BIN ALI CHAIRMAN ROBERT PANCRAS CHIEF EXECUTIVE OFFICER

# UNAUDITED CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY FOR THE THREE MONTHS PERIOD ENDED 31 MARCH 2012

23,904 916
916
<u>916</u>
7,500 (1,754) 30,566
21,115
641 <u>-</u> 641
- (757)
<u>20,999</u>
21,115
3,546
<u>3,546</u>
- (757) 23,904

The notes on pages 6 to 13 form an integral part of these interim financial information.

The review report is set forth on page 1.

# UNAUDITED CONDENSED INTERIM STATEMENT OF CASH FLOW FOR THE THREE MONTHS PERIOD ENDED 31 MARCH 2012

		31 March 2012	31 March 2011
	Note	<b>Rials '000</b>	Rials '000
Operating activities			
Profit before taxation		1,063	735
Adjustments for:			
Depreciation		64	28
Provision for end of service benefits		49	33
Impairment of lease receivables		295	377
Interest expense		<u>804</u>	<u>722</u>
Operating profit before working capital changes and payment		2.255	1.005
of end of service benefits		2,275	1,895
End of service benefits paid		(13)	(8)
Changes in operating assets and liabilities Investment in financing activities		606	(6,805)
Advances and prepayments		(1,130)	(22)
Creditors and accruals	20	397	50
Interest paid	20	(224)	(788)
Income tax paid		<u>(505</u> )	(236)
Net cash flow used in operating activities		1,406	(5,914)
1 6		<u></u>	· · · · · ·
Cash flows from investing activities			
Purchase of property and equipment		(260)	(7)
Purchase of property pending for sale		<u></u> -	( <u>35</u> )
Net cash flow used in investing activities		( <u>260</u> )	( <u>42</u> )
Cash flows from financing activities			
Bank borrowings		(6,604)	8,848
Fixed deposits		441	(4,803)
Dividend proposed / paid	20	(1,754)	(757)
Issue of share capital		7,500	
Net cash flow from financing activities		<u>(417)</u>	3,288
Net change in cash and cash equivalents		729	(2,668)
Cash and cash equivalents at the beginning of the period		( <u>1,238</u> )	1,805
Cash and cash equivalents at the end of the period		1,967	<u>(863</u> )

The notes on pages 6 to 13 form an integral part of these interim financial information.

The review report is set forth on page 1.

### 1 Legal status and principal activities

**National Finance Company SAOG** (the Company) is an Omani joint stock company registered under the Commercial Companies Law of the Sultanate of Oman and has a primary listing on the Muscat Security Market. The principal activity of the Company is leasing business.

### 2 Summary of significant accounting policies

This unaudited condensed interim financial information (interim financial information) for the three months ended 31 March 2012 has been prepared in accordance with IAS 34, 'Interim financial reporting' and in compliance with the applicable provisions of, as required by the Rules and Guidelines on Disclosure by Issuers of Securities and Insider Trading ('R&G') issued by the Capital Market Authority ('CMA') of the Sultanate of Oman and with the Commercial Companies Law of 1974, as amended. The interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2011, which have been prepared in accordance with IFRSs.

### 3 Significant accounting policies

The accounting policies adopted are consistent with those of the previous financial year.

Exceptional items are disclosed and described separately in the interim financial information where it is necessary to do so to provide further understanding of the financial performance of the company (note 7).

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual profit or loss.

### (a) Standards, amendments and interpretation effective in 2012

For the period ended 31 March 2012, the Company has adopted all of the new and revised standards and interpretations issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee (IFRIC) of the IASB that are relevant to its operations and effective for periods beginning on 1 January 2012.

The adoption of those standards and interpretations has not resulted in changes to the Company's accounting policies and has not affected the amounts reported for the current period.

### 4 Estimates

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these interim financial information, the significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the financial statements for the year ended 31 December 2011.

### 5 Financial risk factors

The Company's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The interim financial information do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the annual financial statements as at 31 December 2011. There have been no changes in the risk management policies since year end.

### **6** Operating segment information

The Company has only one reportable segment namely, leasing activities, all of which are carried out in Oman. Although the Company has individual and corporate customers, the entire lease portfolio is managed internally as one operating segment. All the Company's funding and costs are common and are not shared between these two portfolios. All relevant information relating to this reportable segment is disclosed in the unaudited condensed interim statement of financial position, unaudited condensed interim statement of comprehensive income and notes to the interim financial information.

### 7 Exceptional items

During the period, the Company has issued 75 million right shares at par for Rials 7.5 million (2011 - nil).

### 8 Income taxes

Income tax expense is recognised based on management's estimate of the weighted average annual income tax rate expected for the full financial year. The estimated average annual tax rate used for the year to 31 December 2012 is 12% (the estimated tax rate for the three months period ended 31 March 2012 was 12%).

#### 9 Dividends

The Board of Directors at the Annual General Meeting held on 24 March 2012 approved a cash dividend of 7% amounting to Rials 1.754 million for the year ended 31 December 2011 (2010 - stock dividend of 16% amounting to Rials 2.422 million and cash dividend of 5% amounting to Rials 0.757 million).

#### 10 Other income

	Quarter ended 31 March 2012 Rials '000	Quarter ended 31 March 2011 Rials '000
Penal charges received	70	38
Income from pre-closed leases	55	89
Miscellaneous income	44	<u>59</u>
	169	<u>186</u>

### 11 General and administrative expenses

	Quarter ended 31 March 2012 Rials '000	Quarter ended 31 March 2011 Rials '000
Employee related expenses	552	463
Occupancy costs	12	11
Communication costs	21	15
Professional fees	33	13
Advertising and sales promotion	37	25
Directors' sitting fees	5	4
Directors' remuneration	31	19
Other office expenses	<u>82</u>	<u>68</u>
	<u>773</u>	<u>618</u>

#### 12 Income tax

The Company is liable to income tax in accordance with the income tax law of the Sultanate of Oman at the tax rate of 12% on the taxable profits in excess of Rials 30,000. The reconciliation between the tax expense and the profit before taxation is as follows:

	Quarter ended	Quarter ended
	31 March	31 March
	2012	2011
	<b>Rials '000</b>	Rials '000
Profit before taxation	1,063	735
Current tax		
- current period	147	139
Deferred tax asset		
- current period	_ <del></del>	( <u>45</u> )
Taxation charge for the period	<u>147</u>	<u>94</u>

### 13 Earnings per share

The calculation of earnings per share is as follows:

	Quarter ended 31 March 2012 Rials '000	Quarter ended 31 March 2011 Rials '000
Profit for the period attributable to ordinary shareholders	<u>916</u>	<u>641</u>
Number of shares (Nos '000)	<u>250,555</u>	<u>175,545</u>
Earnings per share (Rial)	<u>0.004</u>	<u>0.004</u>

Net assets per share and earnings per share at and for the three months period ended 31 March 2012 have been calculated using weighted average shares outstanding for the period. The weighted average shares outstanding for the three months period ended 31 March 2012 were 250,544,686 shares and these include 75,000,000 rights shares issued for baisas 100 per share during February 2012.

### 14 Cash and cash equivalents

	31 March	31 March	31 December
	2012	2011	2011
	<b>Rials '000</b>	Rials '000	Rials '000
Cash and bank balance	2,466	676	1,238
Overdraft	<u>(499</u> )	( <u>1,539</u> )	<del>_</del>
	1.967	(863)	1,238

### 15 Statutory deposit

The Company is required to maintain a deposit of RO 50,000 (2011 - Rials 50,000) with the Central Bank of Oman (CBO) in accordance with the applicable licensing requirements. During the period the deposit earned interest at the rate of 1.5% per annum (2011 - 2%).

#### 16 Net investment in financing activities

	31 March	31 March	31 December
	2012	2011	2011
	<b>Rials '000</b>	Rials '000	Rials '000
Gross investment in finance leases	129,270	107,252	132,579
Working capital finance	3,676	848	989
Unearned finance income	<u>(19,877</u> )	( <u>15,757</u> )	<u>(19,942</u> )
	113,069	92,343	113,626
Provision for impairment	(5,780)	(4,823)	(5,485)
Unrecognised contractual income	<u>(670</u> )	<u>(539</u> )	<u>(621</u> )
Net investment in financing activities	<u>106,619</u>	<u>86,981</u>	<u>107,520</u>
(a) Unearned finance income	31 March	31 March	31 December
	2012	2011	2011
	<b>Rials '000</b>	Rials '000	Rials '000
Opening balance	19,942	14,274	14,274
Additions during the period	2,730	3,727	15,929
Recognised during the period	<u>(2,795</u> )	(2,244)	( <u>10,261</u> )
Closing balance	<u>19,877</u>	<u>15,757</u>	<u>19,942</u>
(b) Provision for impairment			

### Provision for impairment

	31 March 2012	31 March 2011	31 December 2011
	<b>Rials '000</b>	Rials '000	Rials '000
Opening balance	5,485	4,449	4,449
Provided during the period	581	613	1,478
Released during the period	(286)	(236)	(434)
Write offs during the period	<u>-</u>	<u>(3</u> )	<u>(8</u> )
Closing balance	<u>5,780</u>	<u>4,823</u>	<u>5,485</u>

#### (c) Unrecognised contractual income

	31 March	31 March	31 December
	2012	2011	2011
	Rials '000	Rials '000	Rials '000
Opening balance	621	504	504
Unrecognised during the period	127	98	226
Recognised during the period	<u>(78</u> )	<u>(63</u> )	( <u>109</u> )
Closing balance	<u>670</u>	<u>539</u>	<u>621</u>

Contractual income is not recognised by the Company on impaired finance leases to comply with the rules, regulations and guidelines issued by the Central Bank of Oman. As at 31 March 2012, investment in leases where contractual income has not been recognised was RO 7.1 million (31 March 2011-RO 5.9 million, 31 December 2011-RO 6.5 million).

### 17 Property pending sale

Property pending sale represents land and buildings acquired by the Company in part settlement of amounts due by borrower following the conclusion of all credit recovery procedures available to the Company. The property pending sale is shown at lower of cost and net realisable value.

### 18 Property and equipments

At 31 March 2012	Freehold land Rials '000	Buildings Rials '000	Furniture, fixtures and equipment Rials '000	Motor vel Rials '0		Total Rials '000
Cost or valuation 1 January 2012 Additions 31 March 2012 Accumulated	800 - 800	300 - 300	638 260 898	_	170  <u>170</u>	1,908 <u>260</u> <u>2,168</u>
depreciation 1 January 2012 Charge for the period 31 March 2012	<u>:</u>	169 13 182	497 <u>37</u> <u>534</u>		23 <u>14</u> <u>37</u>	689 64 753
Net book value 31 March 2012	<u>800</u>	<u>118</u>	<u>364</u>	<u>]</u>	<u>133</u>	<u>1,415</u>
At 31 March 2011						
Cost or valuation 1 January 2011 Additions 31 March 2011 Accumulated	800 - 800	395 	512 7 519		25 	1,732
Depreciation 1 January 2011 Charge for the period 31 March 2011	-  	169 	437 		10 <u>2</u> <u>12</u>	616 28 644
Net book value 31 March 2011	<u>800</u>	<u>212</u>	<u>70</u>		<u>13</u>	<u>1,095</u>
At 31 December 2011						
Cost or valuation 1 January 2011		800	395	512	25	1,732
Additions Released on disposals 31 December 2011 Accumulated depreciat	ion	<u>-</u> <u>800</u>	(95) 300	126  638	145  170	271 (95) 1,908
1 January 2011		-	169	437	10	616
Charge for the year Released on disposals 31 December 2011		- 	54 ( <u>54</u> ) <u>169</u>	60 - 497	13 <u>-</u> <u>23</u>	127 (54) 689
Net book value 31 Dece	ember 2011	<u>800</u>	<u>131</u>	<u>141</u>	<u>147</u>	<u>1,219</u>

### 19 Share capital

The authorised share capital of the Company comprises 300,000,000 ordinary shares of baizas 100 each (2011: 300,000,000 ordinary share of Baizas 100 each). The Company's issued and fully paid-up share capital amounts to 250,544,686 ordinary shares of baizas 100 each (2011-175,544,686 ordinary shares of baizas 100 each). In February 2012 the issued and paid up capital was increased to Rials 25,054,469 by rights issue of 75,000,000 shares at par.

#### 20 Creditors and accruals

	31 March	31 March	31 December
	2012	2011	2011
	<b>Rials '000</b>	Rials '000	Rials '000
Creditors	2,478	4,075	3,862
Accruals and other liabilities	<u>2,655</u>	<u>597</u>	<u>874</u>
	<u>5,133</u>	<u>4,672</u>	<u>4,736</u>

The principal non-cash transaction in cashflow statement was proposed dividend of RO 1.754 million which is included in accruals and other payables.

### 21 Bank borrowings

	31 March 2012	31 March 2011	31 December 2011
	<b>Rials '000</b>	Rials '000	Rials '000
Overdrafts	499	1,539	-
Short-term loans	43,148	38,936	48,980
Long-term loans	<u>19,332</u>	<u>12,624</u>	<u>19,524</u>
	<u>62,979</u>	<u>53,099</u>	<u>68,504</u>

### 22 Fixed deposits

The Company has fixed deposits from corporate entities based in Oman amounting to RO 13.7 million, (31 March 2011-Rials 10.7 million and 31 December 2011-Rials 13.3 million) with tenures ranging from 1 to 2 years, as per guidelines issued by the Central Bank of Oman. These deposits carry interest rates between 3.75% to 6.25% (31 March 2011-5% to 6.5% and 31 December 2011-3.75% to 6.5%) per annum. The carrying amount includes interest accrued till the end of the reporting period.

### 23 Related parties

The Company entered into transactions with entities over which certain Directors are able to exert significant influence. Such transactions are at mutually agreed terms. Significant related party transactions during the quarter were as follows:

	Quarter ended 31 March 2012	Quarter ended 31 March 2011
	Rials '000	Rials '000
General and administration overheads	2	-
Lease rentals paid for vehicles taken on operating lease	-	8
Payments to Directors		
Sitting fees	4	2
Proposed remuneration	31	19
Directors remuneration for previous year paid in current period	-	57
Period end balances		
Net investment in finance lease	54	124
Remuneration to key members of management during the period		
Salaries and other benefits (Top 5)	241	198
Advances and net investment in leases	33	22

### 24 Maturity analysis of significant assets and liabilities

At 31 March 2012	Up to 1 month Rials '000	> 1 month to 1 year Rials '000	> 1 year to 5 years Rials '000	Non-fixed maturity Rials '000	Total Rials '000
Assets					
Cash and bank balances	2,466	-	-	-	2,466
Statutory deposit				50	50
Net investment in financing					
activities	3,821	38,131	64,667	-	106,619
Advances and prepayments	-	2,261	-	-	2,261
Property pending sale	-	131	-	-	131
Deferred tax asset	-	-	-	668	668
Property and equipments				<u>1,415</u>	1,415
Total assets	<u>6,287</u>	<u>40,523</u>	<u>64,667</u>	<u>2,133</u>	<u>113,610</u>
Equity					
Equity	-	-	-	30,566	30,566
Liabilities					
Bank borrowings and fixed deposits	14,829	37,291	24,578	-	76,698
Creditors and accruals	5,591	-	-	-	5,591
Provision for income tax	-	-	-	580	580
Deferred tax liability	<u>-</u>			<u>175</u>	<u>175</u>
Total equity and liabilities	<u>20,420</u>	<u>37,291</u>	<u>24,578</u>	<u>31,321</u>	<u>113,610</u>
Liquidity gap	( <u>14,133</u> )	<u>3,232</u>	<u>40,089</u>	( <u><b>34,779</b></u> )	
Cumulative liquidity gap	( <u>14,133</u> )	( <u><b>10,901</b></u> )	<u>29,188</u>	<del>-</del>	

### 24 Maturity analysis of significant assets and liabilities (continued)

At 31 December 2011	Up to 1 month Rials '000	> 1 month to 1 year Rials '000	> 1 year to 5 years Rials '000	Non-fixed maturity Rials '000	Total Rials '000
Assets					
Cash and bank balances	1,238	-	-	-	1,238
Statutory deposit	-	-	-	50	50
Net investment in financing					106,531
activities	3,250	34,705	69,565	-	
Advances and prepayments	-	1,131	-	-	1,131
Property pending sale	-	131	-	-	131
Deferred tax asset	-	-	-	668	668
Property and equipments		<u>-</u> _	<u>-</u>	<u>1,219</u>	1,219
Total assets	<u>4,488</u>	<u>35,967</u>	<u>69,565</u>	<u>1,937</u>	<u>111,957</u>
Equity					
Equity	-	-	-	23,904	23,904
Liabilities					
Bank borrowings and fixed deposi-	18,100	40,074	23,608	-	81,782
Creditors and accruals	5,158	-	-	-	5,158
Provision for income tax	-	937	-	-	937
Deferred tax liability	<del>-</del> _	<u>-</u>	<del>-</del>	176	176
Total equity and liabilities	<u>23,258</u>	<u>41,011</u>	<u>23,608</u>	<u>24,080</u>	<u>111,957</u>
Liquidity gap	( <u>18,770</u> )	<u>(5,044</u> )	<u>45,957</u>	( <u>22,143</u> )	
Cumulative liquidity gap	( <u>18,770</u> )	( <u>23,814</u> )	<u>22,143</u>		

### 25 Corresponding figures

Certain corresponding figures presented in these interim financial information for comparative purposes have been reclassified in order to conform with the presentation for the current period.

The review report is set forth on page 1.