

**INEOS Phenol China Limited**

Annual report and financial statements

Registered number 07701537

31 December 2019

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## **Strategic report**

The directors present their strategic report for the year ended 31 December 2019.

## **Business overview**

The principal activity of the company is to act as a holding company.

## **Business review**

During the year to 31 December 2019, the result before taxation is a loss of €574,000 (2018: €549,000 loss).

## **Objectives and strategy**

The directors do not expect any change in the company's activities during the next financial year as the company will continue to act as a holding company.

## **Principle risks and uncertainties**

The management of the business and execution of the company's strategy are subject to a number of risks. The key business risks and uncertainties affecting the company are considered to relate to local and national competition factors which would cause a decline in the market. Further discussion of these risks and uncertainties in the context of the group as a whole, is provided in the annual report of parent company INEOS Group Holdings S.A., which does not form part of this report.

## **Key performance indicators**

The directors of INEOS Group Holdings S.A. manage the group's operations on a divisional basis. For this reason, the company's directors believe that the analysis using performance indicators of the company is not necessary or appropriate for an understanding of the development, performance, or position of the business of INEOS Phenol China Limited. The development, performance and position of the group, including this company, are discussed in the group's annual report which does not form part of this report.

Approved and signed by order of the board



**Y Ali**  
Company Secretary  
25 September 2020

## **Directors' report**

The directors present their report and the audited financial statements of the company for the year ended 31 December 2019.

### **Directors**

The directors who held office during the year and up to the date of signing the financial statements are given below:

G W Leask  
J F Ginns

### **Financial risk management**

The company's operations expose it to a variety of financial risks that include the effects of changes in credit risk, liquidity risk and interest rate risk. The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company where appropriate. The company is funded internally by the INEOS group and therefore has no direct exposure to liquidity or debt market risk. Interest rate exposures are managed on a group basis and are fully disclosed in the consolidated financial statements of INEOS Group Holdings S.A..

### **Future developments**

The directors do not expect any change in the company's activities during the next financial year.

### **Dividends**

The directors do not recommend the payment of dividend (2018: nil).

### **Subsequent events**

The Company is closely monitoring the evolution of the COVID-19 coronavirus and is following the World Health Organisation and local governments' advice. With regards to business impact, the COVID 19 outbreak is expected to reduce activity for the coming financial year; however, the effect the virus will have on the global economy is difficult to assess at this point in time, although the Company is constantly evaluating the situation and monitoring any potential effects on its operations.

### **Going concern**

As at 31 December 2019 the Company has net liabilities of €12,879k (2018: €12,305k); however the Company meets its day-to-day working capital requirements through its intercompany loan facility. The directors have received confirmation that INEOS Holdings Limited will support the Company for at least one year after these financial statements are signed. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

### **Directors' responsibilities statement**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

## **Directors' report (continued)**

### **Directors' responsibility statement (continued)**

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **Disclosure of information to auditors**

The directors confirm that as far as they are aware, there is no relevant audit information of which the company's auditors are unaware and that they have taken all steps necessary as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. This confirmation is given and should be interpreted in accordance with the provision of s418 of the Companies Act 2006.

### **Independent auditors**

During the year Deloitte LLP were appointed as auditors and have expressed their willingness to continue in office as auditor pursuant to Section 485-488 of the Companies Act 2006. Appropriate arrangements have been put in place for them to be deemed reappointed in the absence of an Annual General Meeting.

Approved and signed by order of the board



**Y S Ali**

**Company Secretary**

INEOS Phenol China Limited

Hawkslease, Chapel Lane, Lyndhurst, SO43 7FG

25 September 2020

## **Independent auditors' report to the members of INEOS Phenol China Limited**

### **Report on the audit of the financial statements**

#### **Opinion**

In our opinion, the financial statements of INEOS Phenol China Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- The profit and loss account
- The balance sheet
- The statement of changes in equity; and
- The related notes 1 to 11.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditors' responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Conclusions relating to going concern**

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

## **Independent auditors' report to the members of INEOS Phenol China Limited (continued)**

### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### **Report on other legal and regulatory requirements**

### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and

**Independent auditors' report to the members of INEOS Phenol China Limited (continued)**

**Opinions on other matters prescribed by the Companies Act 2006 (continued)**

- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

**Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

**Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Suzanne Gallagher (Senior statutory auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
Reading  
25 September 2020



**Profit and Loss Account**

*For the year ended 31 December 2019*

		2019	2018
	Note	€'000	€'000
Administrative expenses		-	(1)
<b>Operating loss</b>	4	-	(1)
Interest payable and similar expenses	5	(574)	(548)
<b>Loss before taxation</b>		(574)	(549)
Tax on loss	6	-	-
<b>Loss for the financial year</b>		(574)	(549)

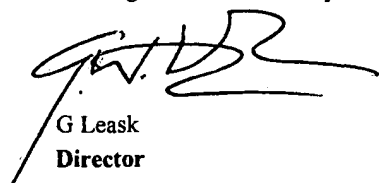
All the activities of the company relate to continuing operations.

The company has no recognised other comprehensive income and therefore, no separate statement of comprehensive income has been presented.

**Balance Sheet**  
**At 31 December 2019**

	Note	2019 €'000	2018 €'000
<b>Current assets</b>			
Cash at bank and in hand		-	-
<b>Creditors: amounts falling due within one year</b>	<b>7</b>	<b>(12,879)</b>	<b>(12,305)</b>
<b>Net liabilities</b>		<b>(12,879)</b>	<b>(12,305)</b>
<b>Capital and reserves</b>			
Called up share capital	8	-	-
Profit and loss account		(12,879)	(12,305)
<b>Total shareholders' deficit</b>		<b>(12,879)</b>	<b>(12,305)</b>

These financial statements on pages 7 to 14 were approved by the board of directors on 25 September 2020 and were signed on its behalf by:

  
G Leask  
Director

Company registered number: 07701537

**Statement of Changes in Equity  
for the year ended 31 December 2019**

	Called up Share capital €'000	Profit and loss account €'000	Total shareholders' deficit €'000
Balance at 1 January 2018	-	(11,756)	(11,756)
Loss for the financial year	-	(549)	(549)
<b>Balance at 31 December 2018</b>	<b>-</b>	<b>(12,305)</b>	<b>(12,305)</b>

	Called up Share capital €'000	Profit and loss account €'000	Total shareholders' deficit €'000
Balance at 1 January 2019	-	(12,305)	(12,305)
Loss for the financial year	-	(574)	(574)
<b>Balance at 31 December 2019</b>	<b>-</b>	<b>(12,879)</b>	<b>(12,879)</b>

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

INEOS Phenol China Limited (the “Company”) is a private company, limited by shares, incorporated, registered and domiciled in England, United Kingdom.

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* (“FRS 101”).

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (“Adopted IFRSs”), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel.

As the consolidated financial statements of INEOS Group Holdings S.A. include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 2 *Share Based Payments* in respect of group settled share based payments;
- Certain disclosures required by IAS 36 *Impairment of assets* in respect of the impairment of goodwill and indefinite life intangible assets;
- Disclosures required by IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* in respect of the cash flows of discontinued operations;
- Certain disclosures required by IFRS 3 *Business Combinations* in respect of business combinations undertaken by the Company;
- Certain disclosures required by IFRS 13 *Fair Value Measurement* and the disclosures required by IFRS 7 *Financial Instrument Disclosures*.

The accounting policies set out below have, unless otherwise stated, been applied consistently on the going concern basis, to all periods presented in these financial statements and in accordance with the Companies Act 2006 as applicable to companies using FRS 101.

#### Impact of New standards and interpretations

There are no amendments to accounting standards that are effective for the year ended 31 December 2019 which have had a material impact on the company.

##### 1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

**Notes (continued)**  
*(forming part of the financial statements)*

**1 Accounting policies (continued)**

**1.2 Going concern**

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of INEOS Holdings Limited. The directors have received confirmation that INEOS Holdings Limited will support the company for at least one year after these financial statements are signed.

**1.3 Foreign currency**

Transactions in foreign currencies are translated to the Company's functional currencies at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

**1.4 Non-derivative financial instruments**

Non-derivative financial instruments comprise trade and other debtors, cash and cash equivalents, loans and borrowings, and trade and other creditors.

*Trade and other debtors*

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

*Trade and other creditors*

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

*Interest-bearing borrowings*

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

**1.5 Interest receivable and Interest payable**

Interest payable includes interest payable, finance charges on shares classified as liabilities and leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy). Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset. Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the entity's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

**2 Reporting currency**

The financial statements are expressed in Euros as the Company primarily incurs expenditure and has the majority of its assets and liabilities denominated in Euros.

The exchange rate at 31 December 2019 was €1.1705 (2018: €1.1094) to £1.

**Notes (continued)**  
*(forming part of the financial statements)*

**3 Directors' remuneration**

The Company had no employees during the year (2018: none). No directors received any fees or remuneration in respect of their services as a director of the Company during the financial year (2018: nil).

**4 Operating loss**

Fees receivable by the Company's auditors and their associates in respect of services to the Company and their associates were €5k (2018: €3k). This cost has been borne by INEOS Holdings Limited.

**5 Interest payable and similar expenses**

	2019	2018
	€'000	€'000
Interest payable to group undertakings	(574)	(548)

**6 Tax on loss**

**Recognised in the profit and loss account**

	2019	2018
	€'000	€'000
UK corporation tax	-	-

**Reconciliation of effective tax rate**

	2019	2018
	€000	€000
Loss before taxation	(574)	(549)
Loss before taxation multiplied by the standard rate of tax in the UK of 19% (2018: 19%)	(109)	(104)
Group Relief not paid for	109	104
<b>Total tax expense</b>	-	-

On 6 September 2016, the Finance Act 2016 was substantively enacted and provided for a reduction in the main rate of UK corporation tax to 17% from 1 April 2020. In the UK Budget of March 2020, it was announced that the reduction in the corporation tax rate would be withdrawn and the rate will now stay at 19%; any relevant impact will be accounted for in the accounts for the year ended 31 December 2020.

**Notes (continued)**  
**(forming part of the financial statements)**

**7 Creditors: amounts falling due within one year**

	2019	2018
	€'000	€'000
Amounts owed to group undertakings	12,879	12,305

Amounts owed to group undertakings are unsecured, attract interest at commercial rates, have no fixed repayment and are repayable on demand.

**8 Called up share capital**

	2019	2018
	€	€
<b>On issue</b>		
As at 1 January and 31 December		
1 (2018: 1) ordinary share of £1	1	1
<b>Allotted, called up and fully paid</b>		
As at 1 January and 31 December		
1 (2018: 1) ordinary share of £1	1	1

As the reporting currency of the company is the euro, share capital has been converted to euros at the effective rate of exchange ruling at the date of issuance.

**9 Controlling parties**

As at 31 December 2019 the immediate parent undertaking was INEOS Holdings International Limited, a company incorporated in England and Wales. The ultimate parent company at 31 December 2019 was INEOS Limited, a company incorporated in Isle of Man.

INEOS Group Holdings S.A. is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements. Copies of the financial statements of INEOS Group Holdings S.A. can be obtained from their registered office at Company Secretary, 58, rue Charles Martel, Luxembourg, L-2134, Luxembourg.

The directors regard Mr J A Ratcliffe to be the ultimate controlling party by virtue of his majority shareholding in the ultimate parent undertaking INEOS Limited.

**Notes (continued)**  
***(forming part of the financial statements)***

**10 Accounting estimates and judgements**

The Company prepares its financial statements in accordance with FRS101, which requires management to make judgements, estimates and assumptions which affect the application of the accounting policies, and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from the estimates. The estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimated are recognised in the period in which the estimates change and in any future periods. There is no area within the financial statements that involve a significant degree of judgement or estimation.

**11 Subsequent Events**

The Company is closely monitoring the evolution of the COVID-19 coronavirus and is following the World Health Organisation and local governments' advice. With regards to business impact, the COVID 19 outbreak is expected to reduce activity for the coming financial year; however, the effect the virus will have on the global economy is difficult to assess at this point in time, although the Company is constantly evaluating the situation and monitoring any potential effects on its operations.