## CONSOLIDATED FINANCIAL STATEMENTS

**31 DECEMBER 2015** 

## CONSOLIDATED FINANCIAL STATEMENTS

## 31 DECEMBER 2015

INDEX	PAGE
Auditors' Report	2
Consolidated Balance Sheet	3
Consolidated Statement of Income	4
Consolidated Statement of Cash Flows	5
Consolidated Statement of Changes in Shareholders' Equity	6
Notes to the Consolidated Financial Statements	7 - 24



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## AUDITORS' REPORT TO THE SHAREHOLDERS OF ASTRA INDUSTRIAL GROUP COMPANY (A SAUDI JOINT STOCK COMPANY)

### Scope of Audit

We have audited the accompanying consolidated balance sheet of Astra Industrial Group Company - a Saudi Joint Stock Company ("the Company"), and its subsidiaries ("the Group") as at 31 December 2015 and the related consolidated statements of income, cash flows and changes in shareholders' equity for the year then ended. These consolidated financial statements are the responsibility of the Group's management and have been prepared by them in accordance with the provisions of Article 123 of the Saudi Regulations for Companies and submitted to us together with all the information and explanations which we required. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the Kingdom of Saudi Arabia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable degree of assurance to enable us to express an opinion on the consolidated financial statements.

### Unqualified Opinion

In our opinion, the consolidated financial statements taken as a whole:

- present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2015 and the consolidated results of its operations and its cash flows for the year then ended in accordance with accounting standards generally accepted in the Kingdom of Saudi Arabia.
- ii) comply with the requirements of the Regulations for Companies and the Company's bylaws in so far as they affect the preparation and presentation of the consolidated financial statements.

for Ernst & Young

Abdulaziz A. Al-Sowailim Certified Public Accountant

Registration No. 277

Riyadh: 15 Jumad Awal 1437H

(24 February 2016)

(A Saudi Joint Stock Company)

CONSOLIDATED BALANCE SHEET

AS AT 31 December 2015

	Notes	2015 SR	2014 SR
ASSETS			
Current assets Cash and cash equivalents Accounts receivable, net Prepayments and other current assets Inventories, net Amounts due from related parties	4 5 7 6 9	292,870,529 945,668,492 196,978,219 773,175,590 29,546,378	207,707,829 1,046,132,070 200,328,256 719,066,716 56,736,141
Total current assets		2,238,239,208	2,229,971,012
Non-current assets Investment in associates Property, plant and equipment Goodwill Other intangible assets	8 10 11 12	1,452,850 1,387,916,692 44,054,811 11,159,154	1,452,850 1,438,632,553 44,054,811 15,279,018
Total non-current assets		1,444,583,507	1,499,419,232
TOTAL ASSETS		3,682,822,715	3,729,390,244
LIABILITIES AND EQUITY Current liabilities Short term murabaha and tawaroq loans Current portion of murabaha loan Notes payable Accounts payable Amounts due to related parties Accrued expenses and other current liabilities Zakat and income tax payable	13 14 9 15 16	431,201,396 128,640,000 8,009,643 161,200,221 9,414,853 211,603,120 32,873,325	1,066,133,425 - 7,346,248 159,712,451 10,934,860 215,710,536 36,945,716
Total current liabilities		982,942,558	1,496,783,236
Non-current liabilities Murabaha loan Amounts due to related parties Employees' terminal benefits	14 9 17	767,403,809 388,891,941 108,186,993	50,165,976 366,214,443 89,013,154
Total non-current liabilities		1,264,482,743	505,393,573
TOTAL LIABILITIES		2,247,425,301	2,002,176,809
EQUITY Shareholders' equity Share capital Statutory reserve Retained earnings Foreign currency translation reserve Effect of acquisition transaction with minority interest without change in control	18 19	800,000,000 406,568,677 649,192,991 (105,884,797) (14,338,537)	741,176,470 406,568,677 780,368,442 (67,487,656) (14,338,537)
Total shareholders' equity		1,735,538,334	1,846,287,396
Minority interests		(300,140,920)	(119,073,961)
Total equity		1,435,397,414	1,727,213,435
TOTAL LIABILITIES AND EQUITY		3,682,822,715	3,729,390,244

The accompanying notes 1 to 32 form an integral part of these consolidated financial statements.

(A Saudi Joint Stock Company)

## CONSOLIDATED STATEMENT OF INCOME

YEAR ENDED 31 DECEMBER 2015

	Notes	2015 SR	2014 SR
Revenues Cost of revenues		1,760,092,959 (1,174,338,570)	1,918,806,481 (1,314,173,348)
GROSS PROFIT		585,754,389	604,633,133
EXPENSES Selling and marketing General and administrative Research and development	20 21	(379,504,687) (184,446,878) (19,116,072)	(346,276,521) (179,380,098) (19,080,104)
TOTAL EXPENSES		(583,067,637)	(544,736,723)
INCOME FROM MAIN OPERATIONS		2,686,752	59,896,410
Financing charges Other expense, net	13,14 22	(54,376,655) (50,685,693)	(42,476,734) (7,633,364)
(LOSS) INCOME BEFORE MINORITY INTERESTS		(102,375,596)	9,786,312
Minority interests in the net results of subsidiaries		109,088,439	99,545,027
NET INCOME FOR THE YEAR		6,712,843	109,331,339
EARNINGS PER SHARE:	23		
Attributable to income from main operations		0.03	0.75
Attributable to net income for the year		0.08	1.37

(A Saudi Joint Stock Company)

## CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED 31 DECEMBER 2015

	2015	2014
OPERATING ACTIVITIES	SR	SR
Net income for the year	6,712,843	109,331,339
Adjustments for:		
Depreciation	128,019,270	111,236,919
Amortisation	8,074,411	5,845,927
Provision for doubtful debts	27,800,029	35,352,106
Reversals/ written-off of doubtful debts	(848,519)	(10,360,103)
Provision for obsolete and slow moving inventories	50,364,216	22,607,447
Written-off of obsolete and slow moving inventories	(23,425,852)	(14,681,822)
Minority interests in the net results of subsidiaries	(109,088,439)	(99,545,027)
Changes in operating assets and liabilities:	<b>50.540.</b> 040	(65.410.051)
Accounts receivable	73,512,068	(65,418,051)
Amounts due from related parties	27,189,763	3,933,610 61,185,537
Inventories Prepayments and other current assets	(81,047,238) 3,350,037	9,240,472
Accounts payable	1,487,770	26,746,484
Amounts due to related parties	(1,520,007)	(15,609,336)
Accrued expenses and other current liabilities	(4,107,416)	17,435,267
Employees' terminal benefits, net	19,173,839	13,209,769
Cash from operations	125,646,775	210,510,538
Zakat and income tax paid	(25,748,920)	(25,138,629)
Net cash from operating activities	99,897,855	185,371,909
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(151,422,354)	(247,664,064)
Proceeds from sale of property, plant and equipment	395,545	23,623,179
Other intangible assets, net	(3,954,547)	(8,387,426)
Net cash used in investing activities	(154,981,356)	(232,428,311)
FINANCING ACTIVITIES		
(Repayment) proceeds from short term murabaha and tawaroq loans, net	(634,932,029)	123,078,014
Proceeds from murabaha loan	845,877,833	50,165,976
Notes payable	663,395	(1,648,793)
Due to related parties	22,677,498	20,267,081
Dividends paid	(55,588,235)	(129,705,882)
Board members' remuneration	(1,800,000)	(1,800,000)
Minority interests, net	1,744,880	(3,931,988)
Net cash from financing activities	178,643,342	56,424,408
INCREASE IN CASH AND CASH EQUIVALENTS	123,559,841	9,368,006
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	207,707,829	197,320,536
Foreign currency translation reserve	(38,397,141)	1,019,287
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	292,870,529	207,707,829
Major non-cash transaction		
Write-off of capitalised borrowing costs pertaining to minority interests' loan		
(note 10)	73,723,400	-

(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY YEAR ENDED 31 DECEMBER 2015

	Share capital SR	Statutory reserve SR	Retained earnings SR	Effect of acquisition transaction with non-controlling interest without change in control	Foreign currency translation reserve SR	Total SR
Balance at 31 December 2013	741,176,470	406,568,677	829,734,060	(14,338,537)	(68,506,943)	1,894,633,727
Net income for the year	-	-	109,331,339	-	-	109,331,339
Dividends (note 27)	-	-	(129,705,882)	-	-	(129,705,882)
Board members' remuneration (note 27) Currency translation difference of consolidated	-	-	(1,800,000)	-	-	(1,800,000)
subsidiaries	-	-	-	-	1,019,287	1,019,287
Zakat and income tax (note 16)	-	-	(27,191,075)	-	-	(27,191,075)
Balance at 31 December 2014	741,176,470	406,568,677	780,368,442	(14,338,537)	(67,487,656)	1,846,287,396
Net income for the year	-	-	6,712,843	-	-	6,712,843
Dividends (note 27)	-	-	(55,588,235)	-	-	(55,588,235)
Board members' remuneration (note 27) Currency translation difference of consolidated	-	-	(1,800,000)	-	-	(1,800,000)
subsidiaries	-	-		-	(38,397,141)	(38,397,141)
Increase in share capital (note 18)	58,823,530	-	(58,823,530)	-	-	-
Zakat and income tax (note 16)	<del></del>	<u>-</u>	(21,676,529)	<del>-</del>	<u>-</u>	(21,676,529)
Balance at 31 December 2015	800,000,000	406,568,677	649,192,991	(14,338,537)	(105,884,797)	1,735,538,334

## (A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 DECEMBER 2015

### 1. ORGANIZATION AND ACTIVITIES

Astra Industrial Group Company (the "Company") is a Saudi Joint Stock Company licensed under foreign investment license number 030114989-01 issued in Riyadh by SAGIA and operating under commercial registration number 1010069607 issued in Riyadh on 9 Muharram 1409H (August 22, 1988).

The Company is engaged in the following activities:

- a) Building, managing, operating and investing in industrial plants after obtaining approvals from the Saudi Arabian General Investment Authority (SAGIA) for each project.
- b) The wholesale and retail trade in clothing, towels, blankets, fertilizers, animal feed, insecticides, irrigation equipment, agricultural machinery and equipment, greenhouses, agricultural and animal products and gardening contracts.

The principal activities of the subsidiaries are as follows:

- Production, marketing and distribution of medicine and pharmaceutical products.
- Production of polymer compounds, plastic additives, color concentrates and other plastic products.
- Metal based construction of industrial buildings and building frames.
- Production of compounded fertilizers and agriculture pesticides and the wholesale and retail trading of fertilizers, forages and insecticides. Also, execution of agricultural projects contracts.
- Production of steel pallets and steel rebar and generation of the required power of such activity.
- Exploration of all ores and minerals in all regions of the Kingdom of Saudi Arabia except for those land and marine areas that ate out of the scope of application of the mining investment regulations as stipulated in Article (8) of the said regulation.

### 2. BASIS OF CONSOLIDATION

The consolidated financial statements are comprised of the financial statements of the Company and its subsidiaries ("Group"), as adjusted by the elimination of significant inter-company balances and transactions. A subsidiary is an entity in which the Company has a direct or indirect equity investment of more than 50% or over which it exerts effective control. Minority interests represent the portion of equity, in the Company's subsidiaries, which are not attributable, directly or indirectly, to the Company. Minority interests are shown separately under equity in the consolidated balance sheet. The minority interests in the net results of subsidiaries are shown separately in the consolidated statement of income.

The financial statements of the subsidiaries are prepared using accounting policies which are consistent with those of the Company.

The subsidiary companies incorporated into these consolidated financial statements are as follows:

Subsidiary Company	Country of incorporation	ownershi or ind	ntage of p (directly irectly)
	•	2015	2014
Tabuk Pharmaceutical Manufacturing Company ("TPMC")	Kingdom of Saudi Arabia	100	100
TPMC has the following subsidiaries:  - Tabuk Pharmaceutical Research Company  - Tabuk Pharmaceutical Company Limited  - Tabuk Pharmaceutical Manufacturing Company	Kingdom of Jordan Republic of the Sudan Arab republic of Egypt People's Democratic	100 100 100	100 100 100
<ul><li>Tabuk Eurl Algeria</li><li>Al Bareq Pharmaceutical Manufacturing Factory Company Limited</li></ul>	Republic of Algeria Kingdom of Saudi Arabia	100 100	100 100

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

## 2. BASIS OF CONSOLIDATION (continued)

Subsidiary Company	Country of incorporation	ownershi or ind	ntage of p (directly irectly)
	·	2015	2014
Astra Polymer Compounding Company Limited ("Polymer")	Kingdom of Saudi Arabia	100	100
Polymer has the following subsidiaries:			
- Astra Polymers free zone Imalat Sanayi Ve Ticaret Anonim Sirketi.	Republic of Turkey	100	100
- Astra Polymer Pazarlama San. Ve Tic. A.Ş	Republic of Turkey	100	100
- Astra Specialty Compounds India Private Limited	Republic of India	100	100
International Building Systems Factory Company Limited ("IBSF")	Kingdom of Saudi Arabia	100	100
IBSF has the following subsidiary:			
- Astra Heavy Industries Factory Limited ("AHI")	Kingdom of Saudi Arabia	100	100
Astra Industrial Complex Co. Ltd. for Fertilizer and Agrochemicals ("AstraChem")	Kingdom of Saudi Arabia	100	100
AstraChem has the following foreign subsidiaries:			
	People's Democratic		
- AstraChem Saudia	Republic of Algeria	100	100
- AstraChem Morocco	Kingdom of Morocco	100	100
- Aggis International Limited	British Virgin Islands	100	100
- AstraChem Turkey	Republic of Turkey	100	100
- AstraChem Syria	Syrian Arab Republic	100	100
- AstraChem Tashqand	Republic of Uzbekistan	100	100
- Astra Industrial Complex Co. Ltd. for Fertilizer and Agrochemicals,			
Jordan	Kingdom of Jordan	50	50
- Astra Nova, Turkey	Republic of Turkey	92.4	92.4
- AstraChem Ukraine Ltd.	Ukraine	100	100
- AstraChem Saudi Jordan Co.	Arab republic of Egypt	100	100
- Astra Agricultural Saudi Jordan Co.	Arab republic of Egypt	100	100
- Astra Industrial Complex for Fertilizers and Agrochemicals and	g 1	0.0	0.0
Investments	Sultanate of Oman	99	99
- Green Highland Seeds Company Limited - Jordon	Kingdom of Jordan	100	-
Al-Tanmiya Company for Steel Manufacturing ("Tanmiya") Tanmiya has the following subsidiary:	Kingdom of Jordan	51	51
- Al Inma'a Company (Note 24)	Republic of Iraq	100	100
Astra Energy LLC ("Astra Energy")	Kingdom of Jordan		
Astra Energy has the following subsidiary: - Fertile Crescent for Electricity Generation Company	Republic of Iraq	76 100	<b>76</b> 100
Astra Mining Company Limited ("Astra Mining")	Kingdom of Saudi Arabia	60	60

## (A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES

### **Basis of preparation**

The consolidated financial statements have been prepared in accordance with accounting standards generally accepted in the Kingdom of Saudi Arabia. The significant accounting policies adopted by the Group in preparing these consolidated financial statements are summarised below.

### **Accounting convention**

These consolidated financial statements are prepared under the historical cost convention.

### Use of estimates

The preparation of these consolidated financial statements by management requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities. The actual results ultimately may differ from these estimates.

### Cash and cash equivalents

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

### Accounts receivable

Accounts receivable are stated at the invoiced amount less provision for any doubtful debts. An estimate for doubtful debts is made when the collection of the receivable amount is considered doubtful and charged to the consolidated statement of income. Bad debts are written off as incurred.

### **Inventories**

Inventories are stated at the lower of cost or market value. Cost of raw and packing materials, spare parts and consumables, and finished goods is principally determined on a weighted average cost basis. Inventories of work in progress and finished goods include cost of materials, labor and an appropriate proportion of direct overheads. When inventories become old or obsolete, a provision for slow moving and obsolete inventories is provided and charged to the consolidated statement of income.

### Investment in associates

The Group's investment in associates are accounted for using equity method of accounting. An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor a joint venture. Under the equity method, the investment in associate is carried in the consolidated balance sheet at cost adjusted by the changes in the Group's share of net assets of the associate. The consolidated statement of income reflects the share of the results of operation of the associate. Where there has been a change recognised directly in the equity of the associate, the Group recognises its share of any change and discloses this, when applicable, in shareholders' equity. Profits and losses resulting from transactions between the Group and the associate are eliminated to the extent of interest in an associate.

## (A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Property, plant and equipment

Property, plant and equipment are stated at cost net of accumulated depreciation except for land and construction work in progress which are stated at cost. Expenditure for maintenance and repairs is expensed, while expenditure for improvements is capitalised. Depreciation is provided over the estimated useful lives of the applicable assets using the straight-line method.

Leasehold improvements are amortised over the shorter of the estimated useful life or the remaining term of the lease. The capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

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

	Years
Buildings	10 - 33
Leasehold improvements	4 - 10
Machinery and equipment	5 - 12.5
Furniture, fixtures and office equipment	3 - 10
Vehicles	4

### **Intangible assets**

Goodwill

The excess of consideration paid over the fair value of net assets acquired is recorded as goodwill. Goodwill is periodically re-measured and reported in the consolidated financial statements at carrying value after being adjusted for impairment, if any.

### Other intangible assets/amortisation

Costs which have a long term future benefits are treated as other intangible assets and are amortised over the estimated period of benefit. Other intangible assets represent registration and license fees and are amortized on a straight-line method over a period of 4 to 7 years and charged to the consolidated statement of income.

The carrying values of other intangible assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amount, being their value in use. The excess of carrying value over the estimated recoverable amount is charged to the consolidated statement of income.

### **Impairment**

The Group periodically reviews the carrying amounts of its long term tangible and intangible assets to determine whether there is any indication that those assets have suffered any 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. 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.

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 is recognised in the consolidated statement of income.

Except for goodwill, where impairment subsequently reverses, the carrying amount of the asset or the cash generating unit is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment been recognised for the asset or cash generating unit in prior years. A reversal of impairment is recognised immediately in the consolidated statement of income.

## (A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Accounts payable and accruals

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether or not billed to the Group.

### **Provision**

Provision is recognised when the Group has an obligation (legal or constructive) arising from a past event, and the costs to settle the obligation are both probable and can be measured reliably.

### Loans and borrowings

Loans and borrowings are recognised at the proceeds received, net of transaction costs incurred, if any. Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of those assets. Other borrowing costs are charged to the consolidated statement of income.

### Murabaha investments

Murabaha investments are short-term highly liquid investments with original maturities of three months or more but not more than one year from the purchase date. Commission income is recognised on an accrual basis using agreed commission rates.

### Zakat and income tax

Zakat and income tax are provided for in accordance with Saudi Arabian fiscal regulations. The provision is charged to retained earnings. Additional amounts, if any, that may become due on finalisation of an assessment are recorded in the year in which the assessment is finalised.

Taxation of foreign subsidiaries, if any, are provided for in accordance with income tax regulations of the countries in which they operate and charged to the consolidated statement of income.

Deferred income taxes are recognised on all major temporary differences between financial income and taxable income during the year in which such differences arise, and are adjusted when related temporary differences are reversed. Deferred income tax assets on carry forward losses are recognised to the extent that it is probable that future taxable income will be available against which such carry-forward tax losses can be utilised. Deferred income taxes are determined using tax rates which have been enacted by the consolidated balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred income taxes arising out of such temporary differences were not significant and, accordingly, were not recorded at year end.

The Group and its Saudi Arabian subsidiaries withhold taxes on certain transactions with non-resident parties in the Kingdom of Saudi Arabia as required under Saudi Arabian Income Tax Law.

### **Employees' terminal benefits**

Provision is made for amounts payable related to the accumulated periods of service at the balance sheet date in accordance with the employees' contracts of employment.

### Statutory reserve

In accordance with Saudi Arabian Regulations for Companies, the Company must set aside 10% of its net income in each year until it has built up a reserve equal to one half of the capital. Also, the share premium is added to the statutory reserve. The reserve is not available for distribution.

## (A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Revenue recognition

Sales represent the invoiced value of goods supplied and services rendered by the Group during the year. Sales of goods are recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and the amount of revenue can be measured reliably; normally on delivery to the customer. Revenues from rendering of services are recognised when contracted services are performed.

Royalty income is recognized on an accrual basis in accordance with the substance of agreements.

Contract revenue comprises the accrued value of work executed during the year. For long term contracts, revenue is recognised on the basis of costs incurred to date, using the percentage of completion method. In the case of unprofitable contracts, provision is made for foreseeable losses in full.

### **Expenses**

Selling and marketing expenses are those that mainly relate to salesmen and sales department, where research and development expenses specifically relate to costs related to the research and development department. All other expenses are allocated on a consistent basis to cost of sales and general and administration expenses in accordance with allocation factors determined as appropriate by the Group.

### **Operating leases**

Operating lease payments are recognised as an expense in the consolidated statement of income on a straight line basis over the term of the lease.

### Earnings per share

Basic earnings per share from main operations are calculated by dividing income (loss) from main operations for the year by the weighted average of number of shares outstanding during the year.

Basic earnings per share from net income are calculated by dividing the net income for the year by the weighted average number of shares outstanding during the year. The outstanding number of shares is retrospectively adjusted for prior year to reflect the number of bonus shares issued during the year.

### **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 geographic segment), which is subject to risks and rewards that are different from those of other segments.

### Foreign currencies

Transactions

Transactions in foreign currencies are recorded in Saudi Riyals at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the consolidated balance sheet date. All differences are taken to the consolidated statement of income.

## Foreign currency translations

Financial statements of foreign operations are translated into Saudi Riyals using the exchange rate at each balance sheet date, for assets and liabilities, and the average exchange rate for each year for revenues, expenses, gains and losses. Components of equity, other than retained earnings, are translated at the rate ruling at the date of occurrence of each component. Translation adjustments are recorded as a separate component of shareholders' equity. Revaluation gain or loss arising on monetary items which form part of the net investment in the foreign operations are also included in the foreign currency translation adjustment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

## 4. CASH AND CASH EQUIVELANTS

	2015 SR	2014 SR
Bank balances Cash in hand	290,292,202 2,578,327	205,282,002 2,425,827
	292,870,529	207,707,829
Bank balances includes short term deposits of SR 44,645,193 (2014: SR nil)		
5. ACCOUNTS RECIEVABLE, NET		
	2015 SR	2014 SR
Trade receivables Unbilled revenue	997,986,799 28,593,577	1,082,479,700 17,612,744
Provision for doubtful debts	1,026,580,376 (80,911,884)	1,100,092,444 (53,960,374)
	945,668,492	1,046,132,070
Movements in the provision for doubtful debts are as follows:		
	2015 SR	2014 SR
At the beginning of the year Provision for the year Reversals/ written-off during the year	53,960,374 27,800,029 (848,519)	28,968,371 35,352,106 (10,360,103)
At the end of the year	80,911,884	53,960,374
6. INVENTORIES, NET		
	2015 SR	2014 SR
Raw and packing materials Finished goods Work-in-process Goods in transit Spare parts and consumables	429,224,164 269,793,546 55,391,209 20,728,197 45,046,732	384,005,197 276,694,715 26,514,193 11,830,932 40,091,573
Provision for obsolete and slow moving inventories	820,183,848 (47,008,258)	739,136,610 (20,069,894)
	773,175,590	719,066,716

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

## 6. INVENTORIES, NET (continued)

Movements in the provision for obsolete and slow moving inventories are as follows:

	2015 SR	2014 SR
At the beginning of the year	20,069,894	12,144,269
Provision for the year Written-off during the year	50,364,216 (23,425,852)	22,607,447 (14,681,822)
At the end of the year	47,008,258	20,069,894
7. PREPAYMENTS AND OTHER CURRENT ASSETS		
	2015 SR	2014 SR
Prepaid expenses	78,746,669	48,087,343
Advances to suppliers	78,726,338	103,480,407
Employees' receivables	19,706,037	14,977,371
Value added tax and others	10,738,288	10,833,574
Refundable deposits, insurance claims and others	9,060,887	22,949,561
	196,978,219	200,328,256
8. INVESTMENT IN ASSOCIATES		
	Owners	hip interest

	Ownership interest	
	2015	2014
Associates:		
Mastra Agricultural Company – Egypt	49%	49%
Astra Agricultural Company Limited- Republic of Yemen	49%	49%
Movement of the Group's share in associate is as follows:		
	2015	2014
	SR	SR
Balance at the beginning and end of the year	1,452,850	1,452,850

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

### 9. RELATED PARTY TRANSACTIONS AND BALANCES

Significant transactions with related parties in the ordinary course of business included in the consolidated financial statements are summarized below:

Statements are summarized below.	2015 SR	2014 SR
Sales Purchases Financial charges	20,946,273 7,162,570 17,342,805	24,954,791 5,698,226 16,840,530
The breakdown of amounts due from and to related parties is as follows:		
a) Due from related parties comprises of the following as of 31 December:	2015 SR	2014 SR
Munir Sukhtian Group – Jordan United Pharmaceutical Manufacturing Company Zenith Pharma Astra Food Arab Supply and Trading Company Al-Kendi Factory – Algeria Others	9,922,757 9,117,999 9,031,434 1,119,941 117,670 236,577 29,546,378	7,111,135 9,117,999 21,750,406 174,810 8,053,986 9,754,750 773,055
b) Due to related parties comprises of the following as of 31 December:	2015	2014
Current Tharawat Mining Company Nour Communications Company Others	SR 8,292,858 659,372 462,623 9,414,853	9,708,170 1,193,270 33,420 10,934,860
Non-current Al Maseera International Company Mr. Ali Shamara ( partner in a subsidiary)	346,513,090 42,378,851 388,891,941	323,835,591 42,378,852 366,214,443

Non-current amounts above represent interest based long-term loans from the minority shareholders in Al-Tanmiya Company for Steel Manufacturing and Astra Energy Company (subsidiaries), to finance the construction of the steel factory and a power station. These balances are not scheduled for repayment during next twelve month.

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

## 10. PROPERTY, PLANT AND EQUIPMENT

	Land SR	Buildings SR	Leasehold improvements SR	Machinery and equipment SR	Furniture, fixtures and office equipment SR	Vehicles SR	Projects under construction SR	Total 2015 SR	Total 2014 SR
Cost:									
At the beginning of the year Additions/transfers	30,207,266 17,564,158	321,051,629 16,438,695		1,097,432,451 121,028,877	58,610,151 15,800,261	40,661,478 8,621,916	320,558,894 36,885,400	1,879,679,638 216,831,347	1,659,784,516 247,664,064
Disposals/transfers/written off	(1,266,786)	(39,071,300)	- -	(50,212,254)	(4,212,830)	(5,103,591)	(65,408,996)	(165,275,757)	(27,768,942)
At the end of the year	46,504,638	298,419,024	11,649,809	1,168,249,074	70,197,582	44,179,803	292,035,298	1,931,235,228	1,879,679,638
Depreciation:									
At the beginning of the year	-	72,865,716	8,333,117	293,009,236	38,297,546	28,541,470		441,047,085	333,955,929
Charge for the year		13,143,646	1,235,856	93,788,544	12,847,720	7,003,504		128,019,270	111,236,919
Disposals		(8,212,819)		(11,836,779)	(3,187,512)	(2,510,709)		(25,747,819)	(4,145,763)
At the end of the year	-	77,796,543	9,568,973	374,961,001	47,957,754	33,034,265	-	543,318,536	441,047,085
Net book amounts: At 31 December 2015	46,504,638	220,622,481	2,080,836	793,288,073	22,239,828	11,145,538	292,035,298	1,387,916,692	
At 31 December 2014	30,207,266	248,185,913	2,824,652	804,423,215	20,312,605	12,120,008	320,558,894		1,438,632,553

Some of the buildings and plant facilities of the Company's subsidiaries are constructed on land leased under various operating lease agreements at nominal annual rent under renewable operating leases. Projects under construction mainly represent the expansion of existing plants and new projects.

During the year, one of the subsidiaries decided to write-off capitalized borrowing costs that relate to long-term loans provided by its partners. Amounts that relate to the minority partner (SR 74 Million) were reported as minority interests.

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

### 11. GOODWILL

The recoverable amount of goodwill is determined based on fair value calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five year period.

The key assumptions used for fair value calculations are as follows:

- 1 Budgeted gross margin.
- Weighted average growth rate
- 3 Discount rate applied to the cash flow projections.

Management determined budgeted gross margin and weighted average growth rates based on past performance and its expectations of market development. The discount rates used are pre-zakat and pre-income tax reflecting specific risks relating to the industry. The results of impairment test at year end indicated no impairment charge.

### 12. OTHER INTANGIBLE ASSETS, NET

	2015	2014
	SR	SR
Cost		
At the beginning of the year	32,612,700	24,225,274
Additions	4,034,612	8,387,426
Disposals	(132,439)	-
At the end of the year	36,514,873	32,612,700
Accumulated amortization		
At the beginning of the year	17,333,682	11,487,755
Charge for the year	8,074,411	5,845,927
Disposals	(52,374)	-
At the end of the year	25,355,719	17,333,682
Net book value		
At the end of the year	11,159,154	15,279,018

### 13. SHORT TERM MURABAHA AND TAWAROQ LOANS

The Group has bank facilities in the form of murabaha, short-term tawaroq and other credit facilities to meet the working capital requirements. As at the consolidated balance sheet date, SR 431 million was utilised (31 December 2014: SR 1,066 million). The facilities bear special commission at prevailing market rates. These facilities are secured by corporate guarantees.

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

### 14. MURABAHA LOAN

The Group has a long-term Murabaha loan facility (the "facility") with a local bank to finance its capital expenditure. At the consolidated balance sheet date, SR 896.04 million was utilised (31 December 2014: SR 50 million). The facility is primarily denominated in Saudi Riyal, secured by corporate guarantees and bears special commission charges at an agreed fixed rate plus SIBOR. The loan is repayable within six years by semi-annual equal installments from the date the facility was availed, including one year grace period.

As at the balance sheet date, current portion of the long-term Murabaha loan is SR 128.64 million (2014: Nil).

### 15. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

	2015 SR	2014 SR
Accrued expenses	96,602,807	92,035,077
Employees' benefits	48,973,463	52,599,666
Customers advances, retentions and sales commission	66,026,850	71,075,793
	211,603,120	215,710,536

### 16. ZAKAT AND INCOME TAX

### Components of zakat base

The Group's Saudi Arabian subsidiaries file separate zakat and income tax declarations on an unconsolidated basis. The significant components of the zakat base of each company under zakat and income tax regulation are principally comprised of equity, provisions at the beginning of year and estimated taxable income, less deduction for the net book value of property, plant and equipment, investments and certain other items.

### Movement in provision during the year

The movement in zakat provision for the year ended 31 December 2015 and 2014 is as follows:

	Zakat SR	Income Tax SR	Total SR
Movement for the year ended 31 December 2015			
At the beginning of the year	29,804,544	7,141,172	36,945,716
Provided during the year	17,499,049	4,177,480	21,676,529
Payments during the year	(20,784,296)	(4,964,624)	(25,748,920)
At end of the year	26,519,297	6,354,028	32,873,325
Movement for the year ended 31 December 2014			
At the beginning of the year	30,719,484	4,173,786	34,893,270
Provided during the year	19,705,331	7,485,744	27,191,075
Payments during the year	(20,620,271)	(4,518,358)	(25,138,629)
At end of the year	29,804,544	7,141,172	36,945,716

## (A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

### 16. ZAKAT AND INCOME TAX (continued)

### Statue of assessments

The Company and its subsidiaries filed zakat/income tax returns for the years through December 31, 2014. The following are the final zakat and income tax assessments of the Company and its subsidiaries that have been agreed with the DZIT as of December 31, 2015:

Name of Subsidiary/company	Final Zakat assetment
Astra Industrial Group Company	2005
Tabuk Pharmaceutical Manufacturing Company	2002
Astra Polymer Compounding Company Limited	2002
International Building Systems Factory Company Limited	2006
Astra Industrial Complex Ltd. for Fertilizers and Agrochemicals	2004
Astra Mining Company Limited	Not yet issued
Astra Heavy Industries Factory Company Limited	Not yet issued

### 17. EMPLOYEES' TERMINAL BENEFITS

	2015 SR	2014 SR
At the beginning of the year Provided during the year Payments during the year	89,013,154 29,889,705 (10,715,866)	75,803,385 20,571,598 (7,361,829)
At the end of the year	108,186,993	89,013,154

### 18. SHARE CAPITAL

The share capital of the Company as of 31 December 2015 comprises of 80,000,000 shares (31 December 2014: 74,117,647 shares) of SR 10 each. The share capital is held as follows:

	Shareholding %			
Shareholders	31 December 2015	31 December 2014		
Saudi founding shareholders	57.59%	57.57%		
Non-Saudi founding shareholders	11.54%	11.11%		
Public	30.87%	31.32%		
	100.00%	100.00%		

The Extraordinary General Assembly, in its meeting held on 9 Rajab 1436H (corresponding to 28 April 2015), resolved to increase the share capital by SR 58,823,530 from the retained earnings (by issuing five bonus shares for every 63 shares held). The legal formalities required to enforce the increase the share capital are completed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

### 19. STATUTORY RESERVE

In accordance with the Regulations for Companies in Saudi Arabia and the Company's By-laws, the Company has established a statutory reserve by the appropriation of 10% of net income until the reserve equals at least 50% of the share capital. The statutory reserve in the accompanying consolidated financial statements is the statutory reserve of the Company. This reserve is not available for dividend distribution.

### 20. SELLING AND MARKETING EXPENSES

	2015 SR	2014 SR
Employees' salaries and benefits	177,812,842	159,028,795
Marketing, advertising and promotions	93,764,259	97,508,778
Distribution, travel and freight charges	31,358,265	29,555,178
Doubtful receivables provision and written off	28,240,102	16,112,580
Expired and damaged inventory	18,859,149	16,690,475
Rent and utilities	9,401,837	7,658,654
Depreciation	6,028,350	4,217,838
Others	14,039,883	15,504,223
	379,504,687	346,276,521
21. GENERAL AND ADMINISTRATIVE EXPENSES		
	2015	2014
	SR	SR
Employees' salaries and benefits	110,614,883	105,165,979
Professional fees	17,253,613	18,983,953
Rent, insurance and utilities	11,400,461	15,570,699
Depreciation and amortization	9,497,844	7,832,318
Travel and transportation	8,874,800	8,510,149
Repair and maintenance	5,171,891	3,478,746
Others	21,633,386	19,838,254
	184,446,878	179,380,098

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

### 22. OTHER EXPENSES, NET

	2015 SR	2014 SR
Foreign exchange losses Investment income Others, net	(58,628,591) 723,102 7,219,796	(16,179,685) 3,391,908 5,154,413
	(50,685,693)	(7,633,364)

### 23. EARNINGS PER SHARE

Earnings per share for the years ended December 31, 2015 and 2014 have been computed by dividing the income from main operations and net income for each year by weighted average number of shares outstanding during such years.

### 24. SEGMENT INFORMATION

Consistent with the Group's internal reporting process, business segments have been approved by board of directors in respect of the Group's activities. Transactions between the business segments are recorded based on the Group's transfer pricing policy. The Group operates principally through the following major business segments:

- (i) Pharmaceuticals;
- (ii) Specialty chemicals;
- (iii) Power and steel industries; and
- (iv) Company and other.

The Group's consolidated revenues, gross profit, net income, property, plant and equipment, total assets and total liabilities by business segments, are as follows:

	Pharmaceuticals SR	Specialty chemical SR	Power and steel industries SR	Company and other SR	Total SR
<u>31 December 2015</u>					
Revenues	835,826,233	592,546,081	331,720,645	-	1,760,092,959
Gross profit (loss)	499,619,801	175,036,940	(88,902,352)	-	585,754,389
Net income (loss) for the year	28,593,954	45,524,901	(42,944,828)	(24,461,184)	6,712,843
Property, plant and equipment	520,002,621	162,793,491	665,647,826	39,472,754	1,387,916,692
Total assets	1,616,937,377	765,740,022	1,235,816,148	64,329,168	3,682,822,715
Total liabilities	933,843,511	404,911,431	728,076,483	180,593,876	2,247,425,301
31 December 2014					
Revenues	925,994,493	586,807,278	406,004,710	-	1,918,806,481
Gross profit (loss)	563,328,451	158,994,408	(117,689,726)	-	604,633,133
Net income (loss) for the year	167,435,248	46,161,575	(80,176,248)	(24,089,236)	109,331,339
Property, plant and equipment	452,771,861	161,448,303	797,323,802	27,088,587	1,438,632,553
Total assets	1,534,417,449	751,336,916	1,399,363,915	44,271,964	3,729,390,244
Total liabilities	580,315,214	375,652,381	655,790,358	390,418,856	2,002,176,809

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

### 24. SEGMENT INFORMATION (continued)

The Group's operations are conducted principally in Saudi Arabia, in addition to Iraq, Africa and other areas. Selected financial information as of 31 December and for the year then ended are summarised by geographic area, as follows:

	Kingdom of Saudi Arabia SR	Republic of Iraq SR	Africa SR	Other areas SR	Total SR
31 December 2015					
Revenues	1,011,212,931	83,771,010	339,495,947	325,613,071	1,760,092,959
Total assets	1,897,526,448	823,273,224	721,250,547	240,772,496	3,682,822,715
31 December 2014					
Revenues	1,120,328,794	196,421,511	271,215,505	330,840,671	1,918,806,481
Total assets	2,011,863,426	992,884,272	247,084,400	477,558,146	3,729,390,244

During the year, the Group has decided to suspend the production in Al Inma'a Company facility, which is owned by Tanmiya (a subsidiary company), and will likely resume production once a relative stability in the Republic of Iraq and recovery in demand is anticipated.

### 25. COMMITMENTS

The Group in the normal course of business has entered into arrangements with suppliers for the purchase of machines and equipment and other services. The capital commitments at December 31, 2015 are amounting to Saudi Riyals 45 million (2014: SR 28 million).

### 26. CONTINGENCIES

As at 31 December 2015, the Group had contingent liabilities arising in the normal course of business. The Group's bankers have issued letters of credit amounting to SR 56 million (31 December 2014: SR 80.53 million) and letters of guarantee amounting to SR 106.8 million (31 December 2014: SR 141.07 million) in the normal course of business.

### 27. DIVIDEND DISTRIBUTIONS

The Extraordinary General Assembly approved the following distributions from the retained earnings:

- Cash dividends of SR 55.59 million at SR 0.75 per share (2014: SR 129.70 million at SR 1.75 per share).
- Payment of SR 1.8 million (2014: SR 1.8 million) as Board of Directors' remuneration.

### 28. RISK MANAGEMENT

### Commission rate risk

Commission rate risk is the risk that the value of financial instruments will fluctuate due to changes in the market commission rates. The Group is subject to commission rate risk on its commission bearing short term bank deposits and loans. The Group manages its exposure to commission rate risk by continuously monitoring movements in commission rates.

### Credit risk

Credit risk is the risk that one party will fail to discharge an obligation and will cause the other party to incur a financial loss. The Group seeks to manage its credit risk with respect to banks by only dealing with reputable banks and with respect to customers by setting credit limits for individual customers, monitoring outstanding receivables and ensuring close follow-ups.

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

### 28. RISK MANAGEMENT (continued)

### Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at an amount close to its fair value. The Group manages its liquidity risk by ensuring that bank facilities are available.

### **Currency risk**

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. The Group is subject to fluctuations in foreign exchange rates in the normal course of its business. The Group's transactions are principally in Saudi Riyals, US dollars, Turkish Lyra, Euro, UAE Dirham, Jordanian Dirham, Egyptian Pond, and Sudanese Pound.

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures. The Group also has investments in foreign subsidiaries and associates, whose net assets are exposed to currency translation risk. Currently, such exposures are mainly related to exchange rate movements between Saudi Riyals against Sudanese Pound, Turkish Lyra, Jordanian Dinar and other.

### Fair value

Fair value is the amount for which an asset could be exchanged, or a liability settled between knowledgeable willing parties in an arm's length transaction. As the Group's financial instruments are compiled under the historical cost convention, differences can arise between the book values and fair value estimates. Management believes that the fair values of the Group's financial assets and liabilities are not materially different from their carrying values.

### 29. KEY SOURCES OF ESTIMATION UNCERTAINTY

### Impairment of accounts receivable

An estimate of the collectible amount of trade accounts receivable is made when collection of the full amount is no longer probable. For individually significant amounts, this estimation is performed on an individual basis. Amounts which are not individually significant, but which are past due, are assessed collectively and a provision applied according to the length of the past due.

At the reporting date, gross trade accounts receivable were SR 997 million (2014: SR 1,082 million) with SR 80.91 million (2014: SR 53.96 million) allowance for doubtful receivables. Any difference between the amounts actually collected in future periods and the amounts expected will be reorganised in the consolidated statement of income.

### **Impairment of inventories**

Inventories are held at the lower of cost or market value. When inventories become old or obsolete, an estimate is made for their market value. For individually significant amounts this estimation is performed on an individual basis. Amounts which are not individually significant, but which are old or obsolete, are assessed collectively and a provision applied according to the inventory type and the degree of ageing or obsolescence, based on anticipated selling prices.

At the balance sheet date, gross inventories were SR 820.18 million (2014: SR 739.13 million) with allowance for old and obsolete inventories amounting to SR 47 million (2014: SR 20.07 million). Any difference between the amounts actually realised in future periods and the amounts expected will be recognised in the consolidated statement of income.

## Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives of its property, plant and equipment for calculating depreciation. This estimate is determined after considering the expected usage of the asset or physical wear and tear. Management reviews the useful lives annually and future depreciation charge would be adjusted where the management believes the useful lives differ from previous estimates.

(A Saudi Joint Stock Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) 31 DECEMBER 2015

### 30. FAIR VALUES OF FINANCIAL INSTRUMENTS

Financial instruments comprise of financial assets and financial liabilities.

The Group's financial assets consist of cash and cash equivalents and receivables, its financial liabilities consist of loans, borrowings and payables.

The fair values of financial instruments are not materially different from their carrying values at the balance sheet date.

### 31. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Board of Directors has approved the consolidated financial statements for the year ended 31 December 2015 on 15 Jumad Awal 1437H (corresponding to 24 February 2016).

### 32. COMPARITIVE FIGURES

Certain of the prior year figures have been reclassified to conform to the current year's presentation.