

SINAD HOLDING COMPANY
(FORMERLY ASEER FOR TRADING, TOURISM,
INDUSTRY, AGRICULTURE, REAL ESTATE AND
CONTRACTING COMPANY)
A SAUDI JOINT STOCK COMPANY

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

**SINAD HOLDING COMPANY (FORMERLY ASEER FOR TRADING, TOURISM,
INDUSTRY, AGRICULTURE, REAL ESTATE AND CONTRACTING COMPANY)
(A SAUDI JOINT STOCK COMPANY)**

**CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 DECEMBER 2022**

Index

| <u>Contents</u> | <u>Page</u> |
|--|--------------------|
| Independent Auditors' report | 2-6 |
| Consolidated statement of income | 7 |
| Consolidated statement of comprehensive income | 8 |
| Consolidated statement of financial position | 9-10 |
| Consolidated statement of changes in equity | 11-12 |
| Consolidated statement of cash flows | 13-14 |
| Notes to the consolidated financial statements | 15-77 |

Independent auditor's report

**To the shareholders of
Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
A Saudi Joint Stock Company**

Riyadh – Kingdom of Saudi Arabia

Report to consolidated financial statements

Opinion

We have audited the consolidated financial statements of **Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)** (the "Company") and its subsidiaries (collectively the "Group"), which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements endorsed by the Saudi Organization for Chartered and Professional Accountants ("SOCPA").

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the professional code of conduct and ethics that are endorsed in the Kingdom of Saudi Arabia that are relevant to our audit of the consolidated financial statements and we have fulfilled our 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.

Emphasis of matter

We draw attention to note No. (20) to the accompanying consolidated financial statements, which states position of the two lawsuits against the seller of the land located in the north of Riyadh, at Al Khair District, and against the broker of the purchase deal. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended 31 December 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters include:

| Revenue from contracts with customers | |
|---|---|
| Key audit matter | How the key audit matter was addressed in our audit |
| <p>The group's revenues for the year ended 31 December 2022 amounted to SR 1.8 billion (31 December 2021: SR 1.7 billion).</p> <p>Management recognizes revenue in accordance with the principles of International Financial Reporting Standard No 15 'Revenue from Contracts with Customers'.</p> <p>Management performed a detailed analysis for each type of revenue contract, placing a specific focus on identifying performance obligations and variable prices arising from contracts with customers, including other factors such as the customer right to obtain volume discount and the customer's right to return goods.</p> <p>The determination of discount amount depends on significant judgments includes, the volume of purchases made by the concerned customers, and on the potential arrangement between the Group and its customer. In addition, the determining of the provision for goods that the customer has the right to return is require to taking into account the historical indicators.</p> <p>We have considered this matter as a key audit matter as revenue is a material item in the consolidated financial statements and is an indicator of performance. Calculation basis of revenue from contracts with customers requires the management to use significant judgments.</p> | <p>We have performed the following procedures to audit revenue from contracts with customers:</p> <ul style="list-style-type: none"> ▪ We evaluated the Group policy of recognizing revenue in accordance with International Financial Reporting Standards (15) "Revenue from contracts with customers". ▪ We tested a sample of contracts with clients, in particular the contractual terms related to variable consideration, such as volume discount and right to return, and we recalculated them. ▪ We tested a sample of potential arrangements and historical indicators that management relied on in determining the volume discount and the right to return. ▪ We audited a sample of sales transactions during the year and test the underlying goods delivery and acceptance notes to evaluate the compliance with Group's revenue recognition policy. ▪ We audited the disclosures in the accompanying consolidated financial statements that related to the revenues from contracts with customers. |
| For more details, please refer to notes (2-5 E / 3 / 4 / 5) | |

Other information

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will 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 identified above when it becomes available 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.

When we read the annual report, when made available to us, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of management and Those Charged with Governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with IFRS endorsed in the Kingdom of Saudi Arabia, other standards and versions endorsed by Saudi Organization for Chartered and Professional Accountants and Regulations of Companies requirements and the Company's Bylaws, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 management either intends to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those Charged with Governance, in particular the Audit Committee for the Group is responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 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 consolidated financial statements.

As part of an audit in accordance with ISAs endorsed in the Kingdom of Saudi Arabia, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves a fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the management and with charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For Dr. Mohamed Al-Amri & Co.



Gihad Al-Amri
Certified Public Accountant
Registration No. 362



Riyadh, on: 4 Ramadan 1444 H
Corresponding to: 26 March 2023 G

**Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry,
Agriculture, Real Estate and Contracting)**

(A Saudi Joint Stock Company)
**CONSOLIDATED STATEMENT OF INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022**

| | Notes | 2022 SR | 2021 SR |
|--|--------|----------------------|----------------------|
| Net sales | 5 | 1,768,973,970 | 1,711,312,365 |
| Cost of sales | 6 | (1,297,288,173) | (1,225,223,396) |
| GROSS PROFIT FROM SALES | | 471,685,797 | 486,088,969 |
| Group's share from the loss of an associate | 17 (A) | (11,347,093) | (60,380,298) |
| Dividend income from investments and financial assets | 17 (D) | 16,509,000 | 11,062,500 |
| Gain from sale of investment property | 14 | 5,836,764 | - |
| Loss from valuation of financial investments at fair value though profit or loss for trading | 22 | (1,932,139) | - |
| Gain from valuation of debt instruments at fair value through profit or loss | 17 (C) | 72,974,399 | 2,580,000 |
| TOTAL GAIN / (LOSS) FROM INVESTMENT | | 82,040,931 | (46,737,798) |
| GROSS PROFIT | | 553,726,728 | 439,351,171 |
| Selling and distribution expenses | 7 | (259,611,480) | (255,721,271) |
| General and administrative expenses | 8 | (185,903,180) | (169,144,411) |
| Other operating income, net | 9 | 12,013,861 | 7,656,951 |
| TOTAL EXPENSES | | (433,500,799) | (417,208,731) |
| NET INCOME FROM OPERATIONS | | 120,225,929 | 22,142,440 |
| (Expenses) / other income | | (2,372,341) | 1,928,915 |
| (Losses) / gains from valuation of derivatives at fair value through profit or loss | 31 | (17,510,879) | 399,837 |
| Provision for contingent claims | 32 | (18,000,000) | - |
| Finance charges | 10 | (35,350,147) | (19,852,201) |
| INCOME BEFORE ZAKAT AND INCOME TAX | | 46,992,562 | 4,618,991 |
| Zakat | 11 (A) | (11,051,867) | (16,323,856) |
| Income tax | 11 (B) | (23,888,149) | (29,048,638) |
| NET INCOME / (LOSS) FOR THE YEAR | | 12,052,546 | (40,753,503) |
| NET INCOME / (LOSS) FOR THE YEAR ATTRIBUTABLE TO: | | | |
| Shareholders of the Parent Company | | 10,123,556 | (63,485,897) |
| Non-controlling interests | | 1,928,990 | 22,732,394 |
| | | 12,052,546 | (40,753,503) |
| Basic and diluted earnings / (losses) per share attributable to the Parent Company's shareholders | 12 | 0.08 | (0.50) |

Chairman of Board of Directors

Managing Director

Chief Financial Officer

The accompanying notes from 1 to 39 form an integral part of these consolidated financial statements

**Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry,
Agriculture, Real Estate and Contracting)**

(A Saudi Joint Stock Company)

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022**

| | Notes | 2022 SR | 2021 SR |
|---|--------|----------------------|---------------------|
| NET INCOME / (LOSS) FOR THE YEAR | | 12,052,546 | (40,753,503) |
| OTHER COMPREHENSIVE INCOME: | | | |
| Items can be reclassified to consolidated statement of income subsequently | | | |
| Subsidiary's financial statements' translation differences | | (71,326,095) | (74,303) |
| Items that will not be reclassified to consolidated statement of income subsequently | | | |
| Net (losses) / gains on revaluation of equity instruments at fair value through other comprehensive income | 17 (B) | (140,270,152) | 90,438,602 |
| Loss from sale of equity instruments at fair value through other comprehensive income transferred to accumulated losses | 17 (B) | 3,325,004 | - |
| Actuarial re-evaluation of employee defined benefit liabilities | 28 | 9,478,000 | (7,630,000) |
| Group share of other comprehensive income of associate Company | 17 (A) | - | (884,898) |
| TOTAL COMPREHENSIVE (LOSS) / INCOME FOR THE YEAR | | (198,793,243) | 81,849,401 |
| NET COMPREHENSIVE (LOSS) / INCOME FOR THE YEAR | | (186,740,697) | 41,095,898 |
| ATTRIBUTABLE TO: | | | |
| Shareholders of the Parent Company | | (160,576,208) | 21,528,436 |
| Non-controlling interests | | (26,164,489) | 19,567,462 |
| | | (186,740,697) | 41,095,898 |

Chairman of Board of Directors

Managing Director

Chief Financial Officer

**Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry,
Agriculture, Real Estate and Contracting)**

(A Saudi Joint Stock Company)

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION
FOR THE YEAR ENDED 31 DECEMBER 2022**

| | Notes | 31 December 2022 SR | 31 December 2021 SR |
|---|--------|---------------------------|---------------------------|
| ASSETS | | | |
| NON-CURRENT ASSETS | | | |
| Property, plant and equipment | 13 | 806,413,221 | 871,334,654 |
| Investment properties | 14 | 5,000,000 | 7,163,236 |
| Intangible assets | 15 | 159,869,203 | 159,989,718 |
| Right of use assets | 16 | 39,919,885 | 51,013,624 |
| Investments and financial assets | 17 | 640,742,220 | 906,911,258 |
| Deferred tax assets | 11 | - | 446,342 |
| TOTAL NON-CURRENT ASSETS | | 1,651,944,529 | 1,996,858,832 |
| CURRENT ASSETS | | | |
| Inventory | 18 | 425,228,719 | 401,870,424 |
| Trade receivables | 19 | 260,860,672 | 231,853,653 |
| Assets held for sale | 13 | 5,272,034 | 10,080,000 |
| Prepaid expenses and other assets | 20 | 272,986,467 | 256,143,761 |
| Due from related parties | 21 | 1,309,201 | 1,395,083 |
| Financial investments at fair value through profit or loss for trading | 22 | 28,067,861 | - |
| Cash and cash equivalent | 23 | 293,525,613 | 149,233,146 |
| TOTAL CURENT ASSETS | | 1,287,250,567 | 1,050,576,067 |
| TOTAL ASSETS | | 2,939,195,096 | 3,047,434,899 |
| EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| Capital | 24 | 1,263,888,890 | 1,263,888,890 |
| Statutory reserve | 25 | 219,249,829 | 219,249,829 |
| Accumulated losses | | (27,498,813) | (40,135,864) |
| Net (loss) / gain on revaluation of equity instrument at fair value through other comprehensive income | 17 (B) | (97,683,807) | 39,261,341 |
| Subsidiary's financial statements' translation differences | | (120,028,939) | (80,435,824) |
| TOTAL EQUITY ATTRIBUTABLE TO THE SHAREHOLDERS OF PARENT COMPANY | | 1,237,927,160 | 1,401,828,372 |
| Non-controlling interests | 26 | 349,560,297 | 419,996,176 |
| TOTAL EQUITY | | 1,587,487,457 | 1,821,824,548 |

The accompanying notes from 1 to 39 form an integral part of these consolidated financial statements

**Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry,
Agriculture, Real Estate and Contracting)**
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

| | | 31 December 2022 SR | 31 December 2021 SR |
|---|--------------|------------------------------------|------------------------------------|
| | Notes | | |
| NON-CURRENT LIABILITIES | | | |
| Islamic Murabaha financing contracts and long-term loans | 27 | 84,300,980 | 228,871,422 |
| Lease liability | 16 | 33,470,917 | 36,116,696 |
| Employee's benefits liabilities | 28 | 94,469,651 | 111,522,743 |
| Derivative financial instruments | 31 | 17,837,774 | 246,577 |
| Deferred tax liabilities | 11 | 177,550 | - |
| TOTAL NON-CURRENT LIABILITIES | | 230,256,872 | 376,757,438 |
| CURRENT LIABILITIES | | | |
| Trade payables and other accruals | 29 | 355,325,899 | 301,150,667 |
| Due to related parties | 21 | 793,360 | 967,652 |
| Short term Islamic Murabaha financing | 30 | 576,303,097 | 321,614,951 |
| Current portion of Islamic Murabaha contracts and long-term loans | 27 | 107,883,731 | 126,630,614 |
| Current portion of lease liability | 16 | 12,658,780 | 17,849,831 |
| Dividends payable | | 12,194,383 | 12,943,614 |
| Zakat and income tax | 11 | 56,291,517 | 67,695,584 |
| TOTAL CURRENT LIABILITIES | | 1,121,450,767 | 848,852,913 |
| TOTAL LIABILITIES | | 1,351,707,639 | 1,225,610,351 |
| TOTAL EQUITY AND LIABILITIES | | 2,939,195,096 | 3,047,434,899 |

Chairman of Board of Directors

Managing Director

Chief Financial Officer

The accompanying notes from 1 to 39 form an integral part of these consolidated financial statements

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

Equity attributable to shareholders of the Parent Company

| | Capital | | Statutory reserve | | Accumulated losses | | Net gain / (loss) on revaluation of equity instrument at fair value through OCI | | Subsidiary's financial statements' translation differences | | Total equity attributable to the parent Company | | Non-controlling interests | | Total equity | |
|---|---------------|-------------|-------------------|---------------|--------------------|---------------|---|---------------|--|--|---|--|---------------------------|--|--------------|--|
| | SR | | SR | | SR | | SR | | SR | | SR | | SR | | SR | |
| For the year ended 31 December 2022 | | | | | | | | | | | | | | | | |
| Balance as at 1 January 2022 | 1,263,888,890 | 219,249,829 | (40,135,864) | 39,261,341 | (80,435,824) | 1,401,828,372 | 419,996,176 | 1,821,824,548 | | | | | | | | |
| Net income for the year | - | - | 10,123,556 | - | - | 10,123,556 | 1,928,990 | 12,052,546 | | | | | | | | |
| Losses from sale of equity instruments through other comprehensive income transferred to accumulated losses | - | - | - | 3,325,004 | - | 3,325,004 | - | 3,325,004 | | | | | | | | |
| Loss from valuation of equity instruments at fair value through other comprehensive income | - | - | - | (140,270,152) | - | (140,270,152) | - | (140,270,152) | | | | | | | | |
| Other comprehensive income items | - | - | 5,838,499 | - | (39,593,115) | (33,754,616) | (28,093,479) | (61,848,095) | | | | | | | | |
| Total comprehensive loss | - | - | 15,962,055 | (136,945,148) | (39,593,115) | (160,576,208) | (26,164,489) | (186,740,697) | | | | | | | | |
| Losses from sale of equity instruments through other comprehensive income transferred from net losses on revaluation of equity instruments at fair value through other comprehensive income | - | - | (3,325,004) | - | - | (3,325,004) | - | (3,325,004) | | | | | | | | |
| Dividend in a subsidiary Company (Note 26) | - | - | - | - | - | - | - | - | | | | | | | | |
| Balance as at 31 December 2022 | 1,263,888,890 | 219,249,829 | (27,498,813) | (97,683,807) | (120,028,939) | 1,237,927,160 | 349,560,297 | 1,587,487,457 | | | | | | | | |

Chairman of Board of Directors

Managing Director

Chief Financial Officer

The accompanying notes from 1 to 39 form an integral part of these consolidated financial statements.

(A Saudi Joint Stock Company)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

FOR THE YEAR ENDED 31 DECEMBER 2022

Balance as at 31 December 2021

Chairman of Board of Directors

Managing Director

Chief Financial Officer

**Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture,
Real Estate and Contracting)**
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2022

| | Notes | 2022 SR | 2021 SR |
|---|----------|--------------------|---------------------|
| OPERATING ACTIVITIES | | | |
| Income before zakat and income tax | | 46,992,562 | 4,618,991 |
| Adjustments: | | | |
| Group's share of net loss of associate company | 17 (A) | 11,347,093 | 60,380,298 |
| Gain from valuation of investments in debt instruments at fair value through profit or loss | 17 (C) | (72,974,399) | (2,580,000) |
| Dividend income from investments and financial assets | | (16,509,000) | (11,062,500) |
| Depreciation of right of use assets | 16 | 17,790,970 | 14,843,852 |
| Depreciation of property, plant and equipment | 13 | 84,892,373 | 89,814,223 |
| Amortization of intangible assets | 15 | 422,275 | 282,141 |
| Gains from sale of property, plant and equipment | | (2,200,899) | (3,915,124) |
| Transferred from property, plant and equipment to expenses | | (908,508) | - |
| Gain from sale of assets held for sale | 13 | (8,512,023) | - |
| Gain from sale of investment property | 14 | (5,836,764) | - |
| Employee's benefits liabilities | 28 | 10,518,157 | 8,840,700 |
| Provision for trade receivables | 19 | 3,946,819 | 3,315,728 |
| Losses / (gains) from derivative instruments at fair value through profit or loss | 31 | 17,510,879 | (399,837) |
| Provision for inventory | 18 | 15,029,251 | 692,343 |
| Loss of investment at fair value through profit or loss for trading | 22 | 1,932,139 | - |
| Provisions no longer required | 18,19,21 | (3,233,204) | (109,601) |
| Finance charges related to lease liability | 16 | 2,568,500 | 2,646,472 |
| Finance charges of Murabaha and loans | 10 | 32,781,647 | 17,205,729 |
| | | 135,557,868 | 184,573,415 |
| Changes in: | | | |
| Change in trade receivables and other debit balances | | (56,655,236) | (69,370,951) |
| Change in inventory | | (90,117,962) | (35,775,801) |
| Change in trade payable and other accruals | | 88,177,239 | (5,276,380) |
| Change in due to related parties | | 153,590 | (1,142,556) |
| Cash from operations | | 77,115,499 | 73,007,727 |
| Interest paid | | (29,819,453) | (18,639,918) |
| Employee's benefits liabilities paid | 28 | (18,093,249) | (23,485,983) |
| Zakat and income tax paid | 11 | (32,088,147) | (42,855,954) |
| Net cash used in operating activities | | (2,885,350) | (11,974,128) |
| INVESTING ACTIVITIES | | | |
| Proceeds from investment income and financial assets | | 16,509,000 | 11,062,500 |
| Proceeds from sale of investment properties | | 8,000,000 | - |
| Purchase of property, plant and equipment and assets under constructions | 13 | (47,725,508) | (28,362,960) |
| Proceeds from sale of property, plant and equipment | | 2,463,615 | 7,517,083 |
| Purchase of intangible assets | 15 | (357,874) | (1,819,994) |
| Investment purchase | 22 | (30,000,000) | (33,787,190) |
| Proceeds from sale of investment and financial assets | 17 | 185,242,500 | - |
| Net cash provided from / (used in) investing activities | | 134,131,733 | (45,390,561) |

The accompanying notes from 1 to 39 form an integral part of these consolidated financial statements

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(A Saudi Joint Stock Company)
CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)
FOR THE YEAR ENDED 31 DECEMBER 2022

| | Notes | 2022 SR | 2021 SR |
|---|-------|--------------------|--------------------|
| FINANCING ACTIVITIES | | | |
| Proceed from Islamic Murabaha financing contracts and loans | | 1,267,301,946 | 979,909,502 |
| Paid to Islamic Murabaha financing contracts and loans | | (1,164,613,554) | (904,509,999) |
| Share of non-controlling interest of dividend in a subsidiary Companies | 26 | (44,271,390) | (33,784,460) |
| Lease liabilities payment | 16 | (17,050,140) | (11,708,416) |
| Dividends paid | | (749,231) | (813,157) |
| Net cash generated from financing activities | | 40,617,631 | 29,093,470 |
| NET CHANGE IN CASH AND SEMI-CASH ITEMS | | | |
| Effect of exchange difference from translation of cash and semi-cash items | | 171,864,014 | (28,271,219) |
| Cash and semi cash items at the beginning of the year | 23 | (27,571,547) | (67,314) |
| CASH AND CASH EQUIVALENT AT THE END OF THE YEAR | 23 | 149,233,146 | 177,571,679 |
| | | 293,525,613 | 149,233,146 |
| MAJOR NON-CASH TRANSACTIONS: | | | |
| Net (loss) / gains on revaluation of equity instrument at fair value through other comprehensive income | 17 | (140,270,152) | 90,438,602 |
| Effect of exchange in a subsidiary's financial statements' translation differences | | (71,326,095) | (74,303) |
| Transferred from property, plant and equipment to assets held for sale | 13 | 1,869,011 | 10,080,000 |

Chairman of Board of Directors

Managing Director

Chief Financial Officer

The accompanying notes from 1 to 39 form an integral part of these consolidated financial statements

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)

(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

1. COMPANY'S INFORMATION

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real estate and Contracting Company) ("the Company" or the "Parent Company") was incorporated as a Saudi Joint Stock Company, in accordance with the Regulations for Companies in the Kingdom of Saudi Arabia, according to Royal Decree No. 78 dated 7 Dhul- Qadah 1395 H (corresponding to 11 November 1975). The Company operates under Commercial Registration No. 5850000276 issued in Abha on 15 Muharam 1397 H, (corresponding to 5 January 1977).

On 9th January 2022 (corresponding to 6 Jumada al-Tahni 1443), the shareholder's General Assembly approved to amend the Company's commercial name to be "Sinad Holding". During the year ended 31 December 2022, all legal procedures have been completed and the new amended commercial registration and article of association have been issued. The Company's headquarters has been modified to be in Riyadh.

The Company is also listed in the Capital Market Authority in Kingdom of Saudi Arabia. The Parent Company is 53.18% owned by a major shareholder (Dala Al Baraka Holding Company) and 46.82% by other shareholders.

The Company's activity is represented in the following:

- Managing its subsidiaries, or participating in managing other Companies in which it contributes and providing the necessary support to them.
- Investing in stocks and other securities.
- Owning real estate and movables necessary to carry out its activity.
- Providing loans, guarantees and financing to its subsidiaries.
- Owning industrial property rights such as patents, trademarks, industrial rights, franchises and other moral rights, and exploiting and leasing them to its subsidiaries or others.
- Any other activity consistent with the nature of the Company.

The registered office of the Company is CMC tower, Almalqa District, King Fahad road, Riyadh, Kingdom of Saudi Arabia.

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

These consolidated financial have been prepared in accordance with International Financial Reporting Standards ("IFRS") that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are endorsed by the Saudi Organization for Chartered and Professional Accountants ("SOCPA").

2.2 BASIS OF MEASUREMENT

These consolidated financial statements have been prepared on a historical cost convention, except for financial instruments that have been measured at fair value. For employees' defined benefit liabilities, actuarial present value calculations are used.

2.3 FUNCTIONAL AND PRESENTATION CURRENCY

These consolidated financial statements are presented in Saudi Arabian Riyals (SR), which is the functional and presentation currency of the Group, except when otherwise indicated.

2.4 BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries (“the Group”) as at 31 December 2022, Control is achieved when the Group owns, or has rights, to variable returns from its involvement with the investee and has ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee)
- Right, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including

- The contractual arrangement(s) with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group’s voting rights and potential voting rights

The Group re-assesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Income and each component of other comprehensive income (OCI) are allocated to shareholders of the Parent Company of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries, when there are significant differences between the Group and subsidiary, to bring their accounting policies into line with the Group’s accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Any change in shares of a subsidiary, does not result in loss of control, is treated within equity.

If the Group loses control over a subsidiary, it derecognizes the assets (including goodwill) and liabilities and any components of equity related to the subsidiary. It also recognizes any profit or loss resulting from loss of control in the consolidated statement of income and recognizes any investment share retained at fair value.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted for the preparation of these consolidated financial statements are as follows:

A) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at the acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interest in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of derivatives embedded in the contracts entered from the acquiree. Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests and any interest held, over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in-excess of aggregate consideration transferred, the Group re-assesses whether it has correctly identified all assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in the consolidated statement of income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash- generating unit retained.

B) Investments and financial assets

1) *Investments in associates*

Investment of the Parent Company in associates is accounted for using the equity method of accounting. An associate is an entity in which the Parent Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

Under the equity method, the investment in an associate is recognized at cost in the consolidated statement of financial position plus changes in the Parent Company's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment separately.

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)

(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

The consolidated statement of income reflects the Parent Company's share of the results of operations of the associate. In addition, when there has been a change recognized directly in the equity of the associate, the Parent Company recognises its share of any changes, when applicable, in the consolidated statement of other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The financial statements of the associate are prepared for the same reporting period as the Parent Company. When necessary, adjustments are made to bring the accounting policies in line with those of the Parent Company.

After application of the equity method, the Parent Company determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each date of consolidated statement of financial position, the Parent Company determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Parent Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss as 'Share of results of an associate' in the consolidated statement of income.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in the consolidated statement of income.

2) *Equity instruments at fair value through other comprehensive income*

Unquoted shares and interests

Fair value is determined based on the market value when there is an open market, in the absence of an open market, fair value is determined based on the market value of a similar investment or on the basis of predicted discounted cash flows and other related factors.

Changes in fair value are credited / charged to the consolidated statement of other comprehensive income. Where there is objective evidence that investments may be impaired, the fair value of the investment is determined. The impairment loss is recognized in the consolidated statement of other comprehensive income. In assessing impairment, the expected future cash flows and other factors are taken into consideration. Where partial holdings are sold, the related carrying value of such investments are accounted for on a weighted average basis.

3) *Debt instruments at fair value through profit or loss*

Investments in Funds

The fair value is determined based on the market value when there is an open market, and in the absence of an open market, the fair value is determined on the basis of the market value of the fund units or on the basis of the expected discounted cash flows and other related factors.

Changes in fair value are recorded / charged to the consolidated statement of income.

4) *Investment properties*

Investments held to realize rental revenue or capital returns as investments properties.

Investment properties are recorded at cost and are stated at cost less accumulated depreciation and any impairment in value. The lands owned are not depreciated. The cost of other property is depreciated on a straight-line basis over the estimated useful lives of the assets.

The carrying values of investment in property 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 the higher of their fair value less costs to sell and their value in use.

Expenditure for repair and maintenance are charged to the consolidated statement of income as incurred. Improvements that increase the value or materially extend the life of the related assets are capitalised.

C) *Current versus non-current classification*

The Group presents assets and liabilities in the consolidated statement of financial position based on current / non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle of the Group
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the date of the consolidated financial position, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the date of the consolidated financial position.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle of the Group
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the date of the consolidated financial position, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the date of the consolidated financial position.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

D) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The most advantageous market to which the Group has access at that date.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, with the assumption that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into an account a market participant's ability to generate economic benefits from the asset's highest and best use or by selling it to another market participant that would utilise the asset in its highest and best use.

The Group uses evaluation techniques in line with circumstances and conditions and available data to measure fair value and maximise the observable inputs and minimise the non-observable data to a large extent.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy. This is described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted market prices in active markets for identical assets or liabilities
- Level 2 – Other valuation techniques that are significant to the fair value measurement is directly or indirectly observable
- Level 3 - Inputs that are significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

E) Revenue from contracts with customers

Revenues from contracts with customers are achieved when the control over goods or services is transferred to the customer with a consideration reflects the amount which the Group expects to obtain against such goods or services.

The following considerations are to be achieved before recognition of revenues:

(I) Sale of goods

Income from sale of goods should be recognized when control of the asset is transferred to the customer, generally on delivery of the finished goods.

The Group takes into account the extent of availability of other promises in the contract that represent an independent performance obligation allocated with part of the transaction price (i.e., guarantees, quantity discount). In the process of determination of transaction price for the sale of goods, the Group takes into consideration the effect of variable price, the availability of significant finance elements, non-cash consideration and consideration payable to the customer (if any).

Variable consideration

If the price in the contract includes a variable consideration, the Group then estimates the amount of consideration that the Group will deserve against the transfer of goods to the customer. The variable price is estimated at contract inception and constrained until the associated uncertainty is subsequently resolved and continues constrained until it becomes strongly probable to recognize a significant revenue in the recognized accumulated amount of the revenue. Certain contracts to sell goods give customer the right to return and right to obtain quantity discount. Both right of return and quantity discount may lead to the increase of variable consideration.

Rights of return

When a contract provides a customer with a right to return the goods within a specified period, the Group uses the expected value method to estimate the goods that will be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The Group applies the requirements in IFRS 15 on constraining estimates of variable consideration to determine the amount of variable consideration that can be included in the transaction price. For the goods expected to be returned, instead of obtaining revenues from, the Group recognizes a return obligation and a right to return asset is recognized (with corresponding adjustment on the sales cost) under products with customer's right to return.

Trade discount

The Group offers discount on quantities with prospective effect to certain customers in case the purchased quantity of products during the period exceeds the specified limit in the contract. The discounts are offset against amount payable to the customer. To determine the variable consideration of the future expected discounts, the Group applies the most probable amount for the contracts with one limit for quantity discount and the expected value method for the contracts of more than one limit to obtain discounts on quantities. The number of limits of trade discount in the contract primarily determine the best method which predicts best variable consideration. Then the Group applies the requirements of constrained estimates on the variable consideration and recognizes a liability against the future expected discount returns on quantities.

Income from dividends

Revenue is recognized when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

Finance revenues

Income from Murabaha deals (commission) and financial assets associated with commission is recognized by using the effective return rate which is the rate that decreases the expected future cash payments or proceeds throughout the shorter of assumed life of the financial instruments or less period as required against the net carrying amount of the financial asset or liability.

F) Expenses

All expenses including operating expenses, general and administrative expenses, and other expenses are recognized and stated at the consolidated statement of income in the year in which such expenses are realized.

Selling and distribution expenses are those expenses related to salesmen distribution other related contingent expenses. All other expenses are classified as general and administration expenses.

G) Zakat and taxes

Zakat

Zakat provision for the Parent Company and subsidiaries is provided for in accordance with the financial regulations in the Kingdom of Saudi Arabia. The provision is charged to the consolidated statement of income. Additional amounts, if any, that may become due on finalization of an assessment are accounted for in the year in which assessment is finalized.

Current income tax

Current income tax assets and liabilities and previous periods related to one of the subsidiaries outside the Kingdom of Saudi Arabia are measured at the amount expected to be recovered from or Income tax assets and liabilities for the current and previous periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted at the date of the statement of financial position.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the date of preparing the consolidated financial position.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable income will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each date of the financial position and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognized deferred tax assets are re-assessed at each date of financial position and are recognized to the extent that it has become probable that future taxable income will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the consolidated financial position.

Deferred and current tax is recognized as revenue or expense in the consolidated income. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in partners' equity.

Deferred tax relating to items recognized outside profit or loss is recognized outside consolidated statement of income. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority for the same taxable entity before the same tax Authority.

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)

(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognized subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as not exceeding goodwill) if it was incurred during the measurement period or recognized in consolidated profit or loss.

Sale Taxes

Revenue, expenses and assets are recognized at net value (net of sales taxes) except in the following cases:

- If sales taxes accrued on the acquisition of assets or services not refunded from Tax Authority, in this case, sales taxes are recognized as a part of the asset purchase or a part of expense items based on the case itself.
- Including accounts receivable and payable in taxes on sales.

Net taxes on sales which can be refunded or paid to Tax Authority - is accredited to accounts receivable or payable in the statement of financial position.

H) Foreign currencies

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency prevailing rate at the date the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the date of preparing consolidated statement of financial position.

1) Transactions and balances

Differences arising on settlement or translation of monetary items are recognized in the consolidated statement of income, except for the monetary items that are designated as part of the hedge of the Group's net investments of the foreign subsidiary. These are stated in the consolidated statement of comprehensive income until the net investment is disposed of. Then, they are recognized in the consolidated statement of income. Tax charges and changes resulting from exchange differences on those monetary items are also recorded in consolidated statement of comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the major transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on re-translation of non-monetary items measured at fair value are treated in line with the recognition of gain or loss on change in fair value in the item (differences from translation of items which are recognized at change in fair value in the consolidated statement of comprehensive income and consolidated statement are treated the same way respectively).

2) Group's Companies

On consolidation, the assets and liabilities of foreign operations are translated into Saudi Riyals (SR) at the rate of exchange prevailing at the date of preparing the consolidated financial statements and translation of the items in consolidated statement of income at exchange rates prevailing at the dates of the transactions. The exchange differences arising on the translation are directly recognized in consolidated statement of other comprehensive income. On disposal of a foreign subsidiary, the OCI component relating to that particular foreign operation is recognized in the consolidated statement of income.

Any goodwill arising on the acquisition of a foreign subsidiary and any fair value adjustments to the fair value of assets and liabilities credited by carrying amount arising on the acquisition are treated as assets and liabilities of the foreign subsidiary and translated at the closing rate at the date of the consolidated financial statement.

I) Dividends

Cash or non-cash distributions to shareholders in the Parent Company are recognized as liabilities when the distribution is authorized. As per the Regulations for Companies in KSA, a distribution is authorized when it is approved by the shareholders. The directly distributed amount is deducted from shareholders' equity and recognized as a liability. Board of directors has the right to recognize interim dividends, provided that dividends will be approved by the next general assembly.

Non-cash distributions, if any, are measured at the fair value of the assets to be distributed with fair value re-measurement recognized directly in equity.

Upon the distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognized in the consolidated statement of income.

J) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment in value. Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replaced parts of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a comprehensive inspection is performed, its cost is recognized in the carrying amount as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in consolidated statement of income as incurred.

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)

(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

| | |
|------------------------|-------------|
| Buildings | 10-33 years |
| Plant and equipment | 10-16 years |
| Furniture and fixtures | 4-10 years |
| Computers and software | 4-10 years |
| Motor vehicle | 4-8 years |
| Leasehold improvements | 7-10 years |

Property, plant and equipment are derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the assets) is included in the consolidated statement of income when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

K) Capital Work in Progress

Capital work in progress represent all costs directly or indirectly attributable to projects in progress and are capitalized as property, plant and equipment when such projects are completed. Work in progress is not depreciated.

L) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

1) Right-of-use assets

The Group recognizes a right-of-use asset from a lease contract at the commencement date of the lease (which is the date that the underlying asset is made available for use). Right-of-use assets are measured at cost less any accumulated depreciation and impairment losses and adjusted for any re-measurement of the lease liability. The cost of the right-of-use asset includes the amount of lease liability recognized, any initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term or the estimated useful life of the asset, whichever is shorter.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Please refer to accounting policies under "Impairment of non-financial assets".

2) *Lease liabilities*

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date of the lease, the lease liabilities are increased to reflect the interest and decrease the amount when leases payments occur. In addition, the carrying amount of lease liabilities are re-measured if there is an adjustment or change in the lease term or payments (any change in future payments resultant from change in index or rate used to determine such payments) or change in assessment of purchase option of underlying asset.

3) *Short-term leases and leases of low-value assets*

The Group applies the recognition exception for short-term leases to its short-term leases (the lease term is 12 months or less from the commencement date and does not include a purchase option). It also applies the recognition exception for leases of low-value assets to its leases that are considered to be of low value. Lease payments, whether for short-term leases or for low-value assets, are recognized as an expense on a straight-line basis over the term of the lease.

M) *Borrowing costs*

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period to get ready for its intended use or sale are capitalized as part of the cost of specific assets. Borrowing costs are credited to the consolidated statement of income. Borrowing costs represent commission costs and other costs incurred by the entity in related with the borrowing funds.

N) *Intangible assets*

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired as result of business combination is considered the fair value at the acquisition date. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Intangible assets generated inside the entity (except for the capitalised development costs) are not capitalised and stated in the consolidated statement of income for the year in which it occurred.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognized in the consolidated statement of income under expenses in line with the function of the intangible asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statement of income when the asset is derecognised.

O) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

1) Financial Assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through consolidated profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15. Please refer to the accounting policies under item E "Revenues from contracts with customers".

In order for a financial asset of any debt instrument to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows which are not within SPPI are classified and measured at fair value through the consolidated comprehensive income statement regardless of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortized cost are maintained through the other comprehensive income within the business model for the purpose of holding the financial assets to collect contractual cash flows from and sale.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in the following categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon de-recognition (equity instruments)
- Financial assets at fair value through profit or loss.

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognised in consolidated statement of comprehensive income when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost includes trade receivables and other receivables.

Financial assets at fair value through OCI (debt instruments)

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the consolidated statement of comprehensive income and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon de-recognition, the cumulative fair value change recognised in OCI is recycled to consolidated statement of comprehensive income.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to consolidated statement of comprehensive income. Dividends are recognised as other income in the consolidated statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment. Currently, the Group does not have any equity instrument designated at fair value through OCI.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried out and net changes in the fair value is recognized profit or loss.

Dividends from investments in listed stocks are recognized as other income in the consolidated statement of comprehensive income when the right to pay is established.

Derecognition

A financial asset (a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, when it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The associated liability and transferred asset are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through the consolidated statement of comprehensive income. The ECLs are based on the difference between the contractual cash flows payable in accordance with the contract and all the cash flows that the Group expects to receive, discounted by approximately the original EIR. The cash flows include the expected cash flows from sale of collaterals held or other credit enhancements which are considered an integral part of the contractual conditions.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and other receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For debt instruments at fair value through OCI, the Group applies a simplified approach for low credit risks. As at the reporting date, the Group assessed whether the debt instruments include low credit risks by using all reasonable and supporting information available with no additional cost or effort. When the Group assess, the Group re-assess the internal credit classification of the debt instruments. In addition, the Group considers that there is a significant increase in the credit risks when the contractual payments due for more than 30 days as of its maturity date.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through the consolidated statement of comprehensive income, as loans, borrowings, payables, derivatives designated as effective hedging instruments, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade payables, accruals, Islamic Murabaha contracts; including overdraft facilities and derivatives.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below. Financial liabilities at fair value through the consolidated statement of comprehensive income include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through the consolidated statement of comprehensive income.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the consolidated statement of comprehensive income. The financial liabilities designated upon initial recognition as at fair value through the consolidated statement of comprehensive income if and only if they satisfy the requirements of IFRS 9.

Financial liabilities at amortized cost (loans and borrowings)

The is the most relevant category to the Group. After initial recognition, commission-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognized in the consolidated statement of comprehensive income liabilities are de-recognized as well as through amortization process using EIR. The amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the consolidated statement of comprehensive income.

Derecognition

Financial liabilities are derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such replacement or modification is treated as the derecognition of the original liabilities and the recognition of new liabilities. The difference in the respective carrying amount is recognized in the consolidated statement of income.

3) Offsetting of financial instruments

Financial assets and liabilities are offset with the net amount represented in the consolidated statement of financial position only, if there is a legal right to offset the recognized amounts, and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

4) Derivative financial instruments

The Group uses derivative instruments, such as interest rate swaps.

Such derivative instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss.

Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss.

P) Inventories

Inventories are valued at the lower of cost and net realisable value. The cost of inventories is determined as follows:

| | |
|-------------------------------------|---|
| Raw materials and spare parts | Purchase cost on weighted average basis |
| Work in progress and finished goods | Cost of direct materials, labor and a proportion of overheads based on the normal activity. |

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Q) Impairment of non-financial assets

The Group assesses, at each date of preparing consolidated financial statements, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset or CGU's fair value less costs of selling the asset or its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate future cash inflows that are largely independent of those from other assets or Groups of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is written down to its recoverable amount as it impaired. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-zakat / tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of selling, similar market transactions are taken into account- if available or an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years.

To cover longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations including inventories are recognized in the consolidated statement of income in expense category consistent with the function of the impaired assets.

For all assets, excluding goodwill, an assessment is made at the date of each statement of consolidated financial position to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of comprehensive income.

A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of income.

Intangible assets

Intangible assets with indefinite useful lives are tested for impairment annually on 31 December, either individually or at the cash-generating unit level if appropriate and when the conditions indicate the impairment of the carrying amount

Impairment is determined by assessing the recoverable amount for each cash generating unit (or a group of units) related to goodwill. In case the recoverable amount of the cash generating unit become lower than the carrying amount, impairment is recognized and goodwill impairment cannot be reversed.

R) Cash and cash equivalents

Cash and cash equivalents comprise of cash balances, cash on hand, term deposit convertible to cash and mature in a period less or more than 3 months and not subject for value changes, if any.

For purpose of preparing the consolidated statement of cash flows, cash and cash equivalents consist of cash balances, cash in hand, short term deposits which were previously mentioned net of overdraft as they are considered as a part of the Group's cash management.

S) Trade accounts receivable

Trade accounts receivable are stated at original invoice amount net of impairment losses.

Impairment losses are measured as the difference between the carrying amount of trade account receivable and the present value of the expected future cash flows. Such impairment losses are recognized in the consolidated statement of income. Reversal of impairment losses are recognized in the period at which they occur.

T) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of provisions to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of comprehensive income net of any reimbursement.

U) Employees' defined benefits liabilities

The Group operates a defined benefit pension plan for its employees as per Saudi labour law. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net returns on the net defined benefit liability, and the return on plan assets (excluding amounts included in net returns on the net defined benefit liability), are recognized immediately in the consolidated statement of financial position with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to consolidated income statement in subsequent periods.

Past service costs are recognized in consolidated statement of income either on:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs

Net commission is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation under 'cost of sales', 'administrative expenses' and 'selling and distribution expenses' in the consolidated statement of income (by function):

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements
- Net finance cost or income

V) Finance

Finance is initially recognized in the amounts received and classified under amounts due within one year under current liabilities, unless the Company has the right to delay the repayment of the financing for a period exceeding one year after the date of the budget. Then, the loan balance is presented under long-term liabilities.

After initial recognition, financing is measured on amortization cost basis by effective return rate method. Gains and losses resulting from derecognition of liabilities plus amortization method in effective return rate method are recognized in the consolidated statement of income.

Amortization cost is calculated by taking into account any discount or premium at the purchase time as well as fees and costs which are part of effective return rate. Amortization is recognized in effective return rate under financing costs in the consolidated statement of income.

W) Non-current assets held for sale and discontinued operations

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Non-current assets classified as held for sale when the sale is highly probable, and the asset is available for immediate sale. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment are not depreciated once classified as held for sale.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount in the statement of profit or loss.

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

X) Segment 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 gains and losses that are different from those of other segments. The risks and benefits of each sector differ from the other. Since the Group carries out part of its activities outside the Kingdom of Saudi Arabia, the Group reports under geographical segment.

Y) Group's Information

Below are details of the Group's subsidiaries:

| Subsidiaries | Country of incorporation | Holding percentage | |
|--|---------------------------------|---------------------------|-------------------------|
| | | 31 December 2022 | 31 December 2021 |
| Aseer Al Arabiah for Industrial Investment Company Limited (Single owner Company LLC) and subsidiaries (see notes 1 below) | Kingdom of Saudi Arabia | 100% | 100% |
| Al Khawatem for Trading and Contracting Company Limited (Single owner Company LLC) | Kingdom of Saudi Arabia | 100% | 100% |
| Al Mawajed International for Real Estate Development Company Limited (Single owner Company LLC) | Kingdom of Saudi Arabia | 100% | 100% |
| Fast Delivery Company for Logistics Services (Single owner Company LLC) * | Kingdom of Saudi Arabia | 100% | - |

* During the year ended 31 December 2022, Sinad Holding Company established a new Company "Fast Delivery Company for Logistics Services". The Company's activity will be in logistics services (ground transportation of goods – light transportation – providing delivery services via electronic platforms).

1- Following are the subsidiaries included in the consolidated financial statements of Aseer Al Arabiah for Industrial Investment Company Limited (a subsidiary of the Parent Company):

| Subsidiary | Activity | Country of incorporation | Holding percentage | |
|--|---|---------------------------------|---------------------------|-------------------------|
| | | | 31 December 2022 | 31 December 2021 |
| Halawani Brothers Company (a Saudi Joint Stock Company) (see note 2 below) | Manufacturing, packaging, wholesale and retail trade of food products | Kingdom of Saudi Arabia | 55.51% | 55.51% |
| Al Rabie Saudi Foods Company (a Saudi Closed Joint Stock Company) | Manufacturing of dairy, dairy products, juices, drinks | Kingdom of Saudi Arabia | 57.30% | 57.30% |
| Textile & Readymade Garments Company Limited (Limited Liability Company) | Production of Saudi Thobe and uniforms | Kingdom of Saudi Arabia | 62.30% | 62.30% |

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

2- The consolidated financial statements of Halawani Brothers (a Saudi joint stock company) include the following subsidiary:

| Subsidiary | Country of incorporation | Holding percentage | |
|--|--------------------------|--------------------|------------------|
| | | 31 December 2022 | 31 December 2021 |
| Halawani Brothers Company (a Closed Joint Stock Company) | Egypt | 100% | 100% |

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the date of preparing the consolidated financial statements. Uncertainty about these assumptions and estimates could result in making material adjustments to the values of asset or liabilities affected in future periods.

Estimates

The key assumptions concerning the future and other key sources of estimation uncertainty at the date of preparing the consolidated financial statements, that have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities within the subsequent fiscal year, are described below. The Group based its assumptions and estimates on parameters available at the date of preparing the consolidated financial statements. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Estimating variable consideration for returns

The Group estimates variable considerations to be included in the transaction price for the sale of products with rights of return and volume rebates. The Group developed a statistical model for forecasting sales returns. The model used the historical return data of each product to come up with expected return percentages. These percentages are applied to determine the expected value of the variable consideration. Any significant changes in experience as compared to historical return pattern will impact the expected return percentages estimated by the Group.

The Group has applied the following provisions that materially affect the determination of the amount and timing of revenue from contracts with customers:

- Determining performance obligations in a transaction of selling goods.
- Determine sales verification dates.
- Determining the method of estimating the variable price and evaluating the restrictions: Some contracts for the sale of goods include the right of return and a commercial discount, and this increases the variable price. In the context of estimating the variable price, the Group should use the expected value method or the most probable amount method based on choosing the best method by which to better forecast the amount of variable price that the Group is entitled to in exchange for the goods.

- The Group decided that the expected value method is the appropriate method to use in estimating the variable price of sales of goods with return rights based on the large number of customer contracts that have the same characteristics. In the context of estimating the variable price of sales of merchandise with a trade discount, the Group decided to use a combination of two methods: the most probable amount method and the expected value method. The chosen method is one that best predicts the amount of the variable price based on the number of quantitative ceilings included in the contract.

Impairment of trade 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 an allowance applied according to the length of time past due, based on historical recovery rates.

Impairment of inventory

Inventories are held at the lower of cost and net market value. When inventories become old or obsolete, an estimate is made of 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 an allowance applied according to the inventory type and the degree of ageing or obsolescence, based on the expected net realizable value, which represents the expected selling price minus the estimated costs of completing the sale.

Defined employees benefit plan

The cost of defined benefit pension plan and other post-employment medical benefits and the present value of the pension obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each date of consolidated financial statements.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, management considers the interest rates of corporate bonds in currencies consistent with the currencies of the post-employment benefit obligation with at least an 'AA' rating or above, as set by an internationally acknowledged rating agency, and extrapolated as needed along the yield curve to correspond with the expected term of the defined benefit obligation. The underlying bonds are further reviewed for quality. Those having excessive credit spreads are removed from the analysis of bonds on which the discount rate is based, on the basis that they do not represent high quality bonds. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary's increases and pension increases are based on expected future inflation rates for the respective countries.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be measured based on some instruments and derivatives in active markets, their fair value is determined using valuation techniques including the pricing models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The judgment includes consideration of inputs such as liquidity, credit, and price fluctuation risks. Changes in assumptions related to these factors may affect the reported fair value of financial instruments.

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 are different from the previous estimates.

Intangible assets

Costs with long-term benefits are classified as intangible assets. They are amortized over the estimated period of use. The carrying amount of intangible assets are reviewed when there are indications or changes in circumstances referring to the inability of recovering the carrying amount. In case such evidence exists and the carrying amount exceeds the estimated recoverable amount, the assets are written down to their recoverable amount representing the present value. The increase in the carrying amount over the estimated recoverable amount is carried at the consolidated statement of income.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal is based on available data from binding sales of long-term transactions, conducted at arm's length for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model.

The cash flows are derived from the estimated budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is based on the discount rate used for the discounted cash flow model as well as the expected future cash flows and the growth rate used for extrapolation purposes.

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)

(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

Taxes

Uncertainties exist with respect to the interpretation of compound tax regulations, amount, and timing of taxable income in future. Given the wide range of international business relations, long-term nature, present structured contractual agreements and differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to income tax and expenses already recorded. Provisions, based on reasonable estimates, are recorded for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amounts of such provisions are based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the Group's domicile. Contingent liabilities are not recognized when the Group assesses the ability to start proceedings of litigation and the existence of cash flows for deferred funds.

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant judgement by management is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

Judgments

Satisfaction of performance obligations

The Group is required to assess each of its contracts with customers to determine whether performance obligations are satisfied over time or at a point in time in order to determine the appropriate method of recognising revenue. The Company has assessed that based on the sale and purchase agreements entered into with customers and the provisions of relevant laws and regulations, the Company's contracts with customers for the sale of finished goods generally include one performance obligation. The Company has concluded that revenue from sale of finished goods should be recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the finished goods. Therefore, the adoption of IFRS 15 did not have an impact on the timing of revenue recognition.

Component parts of property, plant and equipment

The Group's assets, classified within property, plant and equipment, are depreciated on a straight-line basis over their economic useful lives. When determining the economic useful life of an asset, it is broken down into significant component parts such that each significant component part is depreciated separately. Judgement is required in ascertaining the significant components of a larger asset, and while defining the significance of a component, management considers quantitative materiality of the component part as well as qualitative factors such as difference in useful life as compared to mother asset, its pattern of consumption, and its replacement cycle/maintenance schedule.

Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset)

Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group ‘would have to pay’, which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the Group’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates. For example, credit rating for the subsidiary.

Swap agreement

The management has analyzed the requirements of hedge accounting qualification criteria and identified that although the swap may be designated as an eligible hedging instrument. Based on the agreement, the Company does not have any eligible hedged item, with which contain an economic relationship that can be established e.g. designating a floating rate asset as a potential eligible hedged item. Given that the hedge accounting cannot be achieved, an accounting analysis has been prepared for the recognition of the Swap in financial statements as per IFRS 9. The accounting analysis prepared by management concluded that the Swap agreement is falls within the definition of derivative as:

- its value changes in response to the changes in the specified interest rate;
- it requires no initial net investment or an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors.
- it will be settled at a future date as per periodic maturity dates.

Unless the derivative is a financial guarantee contract or a designated and effective hedging instrument, derivatives are deemed to be a held for trading instrument and are measured at fair value through profit or loss. Additionally at initial recognition, the Group shall measure a financial asset or financial liability at its fair value.

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)

(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

4. SEGMENTAL INFORMATION

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), and its profits and losses are different from other segments.

The Group uses business segment and geographical segment. The Group performs its activities in Kingdom of Saudi Arabia and Republic of Egypt and other countries. The selected financial information for geographical and business segments as at 31 December 2022 and 31 December 2021 as the following:

A) Business segments

The Group's business segments are represented in the investment and industrial segments. Following is selected information about each of those two segments:

| | <i>Investment segment SR'000</i> | <i>Industrial segment SR'000</i> | <i>Total SR'000</i> |
|---|--|--|-------------------------|
| 31 December 2022 | | | |
| Total assets | 1,067,797 | 1,865,030 | 2,932,827 |
| Total liabilities and non-controlling interests | 355,722 | 1,345,546 | 1,701,268 |
| Net sales and investment income | 82,041 | 1,768,974 | 1,851,015 |
| Gross Profit | 82,041 | 471,686 | 553,727 |
| Depreciation | 1,706 | 101,400 | 103,106 |
| Property, plant and equipment and projects under construction | 3,604 | 802,809 | 806,413 |
| Capital expenses | 1,278 | 46,448 | 47,726 |
| | <i>Investment segment SR'000</i> | <i>Industrial segment SR'000</i> | <i>Total SR'000</i> |
| 31 December 2021 | | | |
| Total assets | 1,185,447 | 1,861,988 | 3,047,435 |
| Total liabilities and non-controlling interests | 392,765 | 1,252,842 | 1,645,607 |
| Net sales and investment income | (46,737) | 1,711,312 | 1,664,575 |
| Gross profit | (46,737) | 486,088 | 439,351 |
| Depreciation | 1,555 | 103,385 | 104,940 |
| Property, plant and equipment and work in progress | 3,958 | 867,377 | 871,335 |
| Capital expenses | 678 | 27,685 | 28,363 |

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

B) Geographical segments

| <i>31 December 2022</i> | <i>Kingdom of Saudi Arabia</i> | <i>Egypt</i> | <i>Other Arab and foreign countries</i> | <i>Reconciliations</i> | <i>Total</i> |
|-----------------------------|--|----------------------|---|------------------------|----------------------|
| <i>Description</i> | <i>SR (000')</i> | <i>SR (000')</i> | <i>SR (000')</i> | <i>SR (000')</i> | <i>SR (000')</i> |
| Net sales | 944,375 | 536,334 | 288,421 | (156) | 1,768,974 |
| Total assets | 2,805,276 | 271,622 | - | (144,071) | 2,932,827 |
| Total liabilities | 1,224,157 | 136,423 | - | (8,872) | 1,351,708 |

| <i>31 December 2021</i> | <i>Kingdom of Saudi Arabia</i> | <i>Egypt</i> | <i>Other Arab and foreign countries</i> | <i>Reconciliations</i> | <i>Total</i> |
|-----------------------------|--|----------------------|---|------------------------|----------------------|
| <i>Description</i> | <i>SR (000')</i> | <i>SR (000')</i> | <i>SR (000')</i> | <i>SR (000')</i> | <i>SR (000')</i> |
| Net sales | 822,563 | 596,316 | 292,531 | (98) | 1,711,312 |
| Total assets | 2,941,366 | 292,964 | - | (186,895) | 3,047,435 |
| Total liabilities | 1,119,541 | 106,240 | - | (171) | 1,225,610 |

5. NET SALES

Below is the classification of the Group's revenue from contracts with customers as per the various classifications affected by the nature of economic factors, amount and the timing of sales:

| | 2022 SR | 2021 SR |
|------------------------|----------------------|---------------|
| Food and milk products | 1,024,321,362 | 1,091,294,643 |
| Drinks and beverages | 743,820,738 | 617,216,759 |
| Other | 831,870 | 2,800,963 |
| Total | 1,768,973,970 | 1,711,312,365 |

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

6. COST OF SALES

| | 2022 | 2021 |
|---|-----------------------------|-----------------------------|
| | SR | SR |
| Raw material cost | 990,737,269 | 934,167,453 |
| Salaries, wages and benefits | 115,188,192 | 106,025,689 |
| Depreciation of property, plant and equipment (Note 13) | 71,416,082 | 73,787,578 |
| Maintenance and spare parts expenses | 33,479,374 | 28,659,486 |
| Transportation and shipping | 33,369,767 | 36,590,963 |
| Fuel and energy | 19,140,469 | 18,342,177 |
| Cleaning and utilities | 7,498,726 | 8,743,900 |
| Rent refrigerators and stores | 3,995,235 | 3,070,544 |
| Depreciation of right-of-use assets (Note 16) | 3,972,732 | 4,792,038 |
| Car expenses | 3,387,305 | 2,470,031 |
| Insurance expenses | 1,155,043 | 1,305,351 |
| Travel and transfers | 590,516 | 419,758 |
| Mail and phone | 319,294 | 334,916 |
| Professional and consulting fees | 273,084 | 1,040,772 |
| Car rental | 265,785 | 99,515 |
| Other | 12,499,300 | 5,373,225 |
| | <u>1,297,288,173</u> | <u>1,225,223,396</u> |

7. SELLING AND DISTRIBUTION EXPENSES

| | 2022 | 2021 |
|---|---------------------------|---------------------------|
| | SR | SR |
| Salaries and other benefits | 123,738,574 | 114,573,221 |
| Activation of sales and marketing expenses | 28,305,155 | 42,595,322 |
| Expenses for export sales activation | 17,293,484 | 12,661,232 |
| Distribution commissions | 12,692,753 | 14,007,621 |
| Transportations expenses | 12,506,916 | 9,667,713 |
| Depreciation of right of use assets (note 16) | 11,382,373 | 8,416,746 |
| Promotion expenses | 9,860,074 | 8,671,744 |
| Car expenses | 9,351,285 | 10,116,688 |
| Car rental | 6,778,741 | 4,635,148 |
| Depreciation of property, plant and equipment (note 13) | 5,704,557 | 8,052,664 |
| Provision expected credit loss (note 19) | 3,946,819 | 3,315,728 |
| Stationery and office Supplies | 1,465,178 | 2,122,319 |
| Insurance | 1,414,758 | 1,834,674 |
| Amortization of intangible assets (note 15) | 215,688 | 215,956 |
| Other | 14,955,125 | 14,834,495 |
| | <u>259,611,480</u> | <u>255,721,271</u> |

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

8. GENERAL AND ADMINISTRATIVE EXPENSES

| | 2022 | 2021 |
|---|--------------------|-------------|
| | SR | SR |
| Salaries and other benefits | 93,519,978 | 84,884,880 |
| Consultancy expenses and professional fees | 14,668,448 | 12,203,486 |
| Maintenance | 11,071,690 | 12,789,679 |
| Board of directors and related committee meeting bonuses and allowances | 10,413,321 | 12,096,746 |
| Depreciation of property, plant and equipment (note 13) | 7,771,734 | 7,973,981 |
| Stationery and branches expense | 7,586,479 | 7,647,477 |
| Government expenses | 8,443,363 | 7,055,448 |
| Bank charges | 4,898,463 | 4,781,932 |
| Insurance | 3,940,083 | 3,548,323 |
| Depreciation of right of use assets (note 16) | 2,435,865 | 1,635,068 |
| Postal and telephone | 941,907 | 1,593,469 |
| Amortization of intangible assets (note 15) | 206,587 | 66,185 |
| Other | 20,005,262 | 12,867,737 |
| | 185,903,180 | 169,144,411 |

9. OTHER OPERATING INCOME, NET

| | 2022 | 2021 |
|--|-------------------|-------------|
| | SR | SR |
| Gains from sale of assets held for sale | 8,512,023 | - |
| Gains from sale of property, plant and equipment | 2,200,899 | 3,915,124 |
| Export sales support income | 1,384,425 | 3,762,586 |
| Others | (83,486) | (20,759) |
| | 12,013,861 | 7,656,951 |

10. FINANCE COSTS

| | 2022 | 2021 |
|---|-------------------|-------------|
| | SR | SR |
| Murabaha finance charges, net | 32,018,737 | 17,006,453 |
| Interest on lease liabilities (note 16 B) | 2,568,500 | 2,646,472 |
| Other finance charges | 762,910 | 199,276 |
| | 35,350,147 | 19,852,201 |

11. ZAKAT AND INCOME TAX

Provision for zakat and income tax payable consists of the following:

| | 2022 | 2021 |
|-----------------------------|-------------------|------------|
| | SR | SR |
| Zakat (note "A" below) | 41,162,322 | 41,875,530 |
| Income tax (note "B" below) | 15,129,195 | 25,820,054 |
| | 56,291,517 | 67,695,584 |

A) Zakat

1) Movement in Zakat on the Group was as follows:

| | 2022 | 2021 |
|--------------------------------------|---------------------|--------------|
| | SR | SR |
| Balance at the beginning of the year | 41,875,530 | 39,491,244 |
| Provided during the year | 11,051,867 | 16,323,856 |
| Adjustments | (791,428) | (243,711) |
| Paid during the year | (10,973,647) | (13,695,859) |
| Balance at the end of the year | 41,162,322 | 41,875,530 |

2) Zakat charged to the consolidated statement of income:

| | 2022 | 2021 |
|---------------------------|-------------------|------------|
| | SR | SR |
| Provided during the year | 11,051,867 | 16,323,856 |
| Zakat charge for the year | 11,051,867 | 16,323,856 |

3) Zakat status

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting Company) - Parent Company

- The Company finalized its Zakat status for the year ended 31 December 2008 and obtained an unrestricted Zakat certificate for the said year.
- The Company submitted its Zakat returns for the years ended 31 December 2009 up to 2018 and obtained a restricted Zakat certificate for the year ended 31 December 2018.
- The Authority has issued primarily zakat assessment for the years from 2009 up to 2018 and requesting additional zakat difference amounting to SR 180,105,610.
- The Company has submitted an objection for the primarily zakat assessment mentioned above. Accordingly, the Authority issued a modified zakat assessment requesting the Company to pay zakat difference for the years from 2009 to 2018, with a total amount of SR 70,351,683. The Company has objected on the mentioned zakat assessment. The Authority has transferred the objection to the Committee for Resolution of Tax Violations and Disputes. A decision was issued by the Third Committee of Resolution of Tax Violations and Disputes, which accepted part of the objection clauses. The Company has appealed on the decision from the Committee mentioned above to the Appellate Committee for Tax Violations and Disputes.
- The Third Committee of Resolution of Tax Violations and Disputes issued a decision, which accepted part of the objection clauses and requesting the Company to pay zakat difference for the years from 2009 to 2018, with a total amount of SR 59,881,167.

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)

(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

- The Company has appealed on the decision from the Third Committee of Resolution of Tax Violations and Disputes, and the Committee issued its decision requesting the Company to pay zakat difference for the years from 2009 to 2018, with a total amount of SR 57,242,337. The company has submitted a petition to reconsider the decisions of the Appeal Committee, which is still under study by the Secretariat. The management believes that it has recorded the sufficient provision for zakat differences in relation to this period.
- The Company submitted its Zakat returns for the years ended 31 December 2019 and 2020 and obtained a restricted Zakat certificate for the year ended 31 December 2020. The Authority has issued primarily zakat assessment for these years and requesting additional zakat difference amounting to SR 14,951,562. The Company has submitted an objection for the primarily zakat assessment mentioned above. Accordingly, the Authority issued a modified zakat assessment requesting the Company to pay zakat difference with a total amount of SR 5,109,586. The Company escalated its objection to the General Secretariat of the Zakat, Tax and Customs Committees, and the objection is still under study by the Secretariat up to date. The management believes that it has recorded the sufficient provision for zakat differences in relation to this period.
- The Company has submitted consolidated Zakat return for the years ended 31 December 2013 up to 2021 which included all of its wholly owned subsidiaries and obtained Zakat certificate.
- The consolidated zakat return is being filed for the year ended 31 December 2022.

Below is the zakat status for the subsidiaries:

Al Khawatem for Trading and Contracting Company Limited – Subsidiary

- The Company submitted zakat returns up to year 2012, and from year 2013 to year 2021 the consolidated zakat return is being filed to Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting) and its subsidiaries which include Al Khawatem for Trading and Contracting Company Limited.
- The information return was submitted for the year ended 31 December 2021, and obtained unrestricted zakat certificate.
- The information return is being filed for the year ended 31 December 2022.
- The Authority has not issued zakat assessment for the said years up to date.

Al Mawajed International for Real Estate Development Company Limited – Subsidiary

- The Company submitted zakat returns up to year 2012, and from year 2013 to year 2021 the consolidated zakat return is being filed to Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting) and its subsidiaries which include Al Mawajed International for Real Estate Development Company Limited.
- The information return was submitted for the year ended 31 December 2021, and obtained unrestricted zakat certificate.
- The information return is being filed for the year ended 31 December 2022.
- The Authority has not issued zakat assessment for the said years up to date.

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)

(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

Aseer Al Arabia for Industrial Investment Company Limited – Subsidiary

- The Company finalized its Zakat status up to the year ended 31 December 2008.
- The Company submitted Zakat returns for the years ended 31 December 2009 up to 2012 and obtained a restricted zakat certificate for the year 2012. The Authority issued zakat assessments for the said years, which resulting a zakat difference with an amount of SR 3,211,791. The Company has submitted an objection for the zakat assessment mentioned. The Authority has transferred the objection to the Committee for Resolution of Tax Violations and Disputes, which is still under study by the committee. The Company's management and its zakat advisor considers that the formed provision is sufficient.
- The information return was submitted for the year ended 31 December 2021, and obtained unrestricted zakat certificate.
- The information return is being filed for the year ended 31 December 2022.
- The Authority has not issued zakat assessment for the said years up to date.

Halwani Brothers Company, KSA – subsidiary

- The Company finalized its zakat assessment up to 31 December 2014.
- The Company filed zakat declarations for the years from 2015 to 2018 and obtained a zakat certificate until 2018. Zakat, Tax and Customs Authority (ZATCA) issued zakat assessments for the above-mentioned years, which stated additional zakat differences due in the amount of SR 4.2 million, which was objected by the Company.
- Also, the Company filed zakat declarations for the year 2019 and obtained a zakat certificate. ZATCA also issued zakat assessments for year 2019, which showed additional zakat differences due in the amount of SR 4.1 million, which was objected by the Company. The Company's management believes, according to the assessment of its zakat advisor that the outcome of the objection will be in its favor.
- The Company filed zakat declarations for the year 2020 and obtained a zakat certificate. ZATCA issued zakat assessments for the mentioned year, which showed additional zakat differences due in the amount of SR 0.1 million and the Company paid the zakat differences due to it under the zakat link and finished its zakat status for 2020.
- The Company filed zakat declarations for the year 2021 and obtained a zakat certificate for that.

Al Rabie Saudi Foods Company - KSA – subsidiary

- Zakat assessment have been agreed with the Zakat, Tax and Customs Authority (“ZATCA”) from 2004 till 2016 with a final payment settlement of SR 3.1 million. The assessment for the years ended 31 December 2017 and 31 December 2020 has not yet raised by ZATCA.
- The Company filed zakat declarations for the year 2021 and obtained a zakat certificate for that.

Textile & Readymade Garments Company, KSA – subsidiary

- The Company finalized its zakat status until the year ended 31 December 2019, and the Company submitted the two zakat declarations for the two years ended 31 December 2020 and 2021, and obtained the Zakat certificate, and the Authority did not issue the zakat assessment for the two years mentioned up to date.

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

B) Income Tax

The Group calculates income tax using tax base applicable to expected total annual profits

1) Movement in income tax was as follows:

| | 31 December 2022 SR | 31 December 2021 SR |
|--------------------------------|------------------------------------|---------------------------|
| At the beginning of the year | 25,820,054 | 25,029,998 |
| Income tax during the year | 23,294,516 | 29,949,306 |
| Paid during the year | (21,114,500) | (29,160,095) |
| Translation differences | (12,870,875) | 845 |
| Balance at the end of the year | 15,129,195 | 25,820,054 |

2) Movement in deferred income tax is as follows:

| | 31 December 2022 SR | 31 December 2021 SR |
|---|------------------------------------|---------------------------|
| At the beginning of the year | (446,342) | 453,474 |
| Change during the year | 593,633 | (900,668) |
| Translation differences | 30,259 | 852 |
| At the end of the year liability / (assets) | 177,550 | (446,342) |

3) Income tax charged to consolidated statement of income

| | 2022 SR | 2021 SR |
|----------------------------------|--------------------|------------|
| Change in deferred tax liability | 593,633 | (900,668) |
| Income tax for the year | 23,294,516 | 29,949,306 |
| Balance at the end of the year | 23,888,149 | 29,048,638 |

4) Tax Status

Tax status for Halwani Brothers Company, Egypt – subsidiary

1- Corporate taxation

- The Subsidiary is exempt from taxes according to Law 8 until December 31, 2005.
- The books and records of the Subsidiary Company until 2018 were examined and the tax due was paid.
- The books and records of the Subsidiary Company were not checked for the year 2019: 2021.
- The declarations were submitted until 2021 and the payment due on them based on the declarations.

2- Value Added Tax

- The Company's books and records were examined until the year 2019, and the tax due was paid.
- The Company pays the dues based on the declarations on time.

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

3- Business earning taxes

- The books and records of the Subsidiary Company until 2019 were examined, and the tax due was paid.
- The company's books and records were not examined for the year 2020: 2021.

4- Stamp due taxes

- The books and records of the Subsidiary Company up to the year 2020 were examined, and the tax due was paid.

5- Tax deduction

- The third period has been paid for the year 2022, and there are no financial dues from the Subsidiary Company.

6- Real estate taxes

- Accounting and payment of dues have been completed until the year 2021, and there are no financial dues on the Subsidiary Company.

7- Value Added Tax

The Group is registered for VAT purposes in the Kingdom of Saudi Arabia (the Parent Company) and the Arab Republic of Egypt (the Subsidiary Company). The Group pays the VAT due based on the tax returns.

12. EARNINGS / (LOSS) PER SHARE

Basic and diluted earnings / (loss) per share from net loss for the year is calculated by dividing the net loss for the year attributed to shareholders of the parent Company by the number of ordinary outstanding shares during the year amounted to 126,388,889 shares.

The table below reflects the net income / (loss) for the year attributed to shareholders of the parent Company and the number of shares used in calculating basic and diluted earnings / (loss) per share:

| | <i>For the year ended 31 December</i> | |
|--|---------------------------------------|--------------|
| | 2022 | 2021 |
| | SR | SR |
| Net income / (loss) for the year attributable to the shareholders of the Parent Company | 10,123,556 | (63,485,897) |
| Weighted average number of outstanding ordinary shares | 126,388,889 | 126,388,889 |
| Basic and diluted earnings / (loss) per share from net loss attributable to the shareholders of parent Company | 0.08 | (0.50) |

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

13. PROPERTY, PLANT AND EQUIPMENT

| | <i>Land</i> | <i>Buildings</i> | <i>Machines, equipment and tools</i> | <i>Furniture and fixtures</i> | <i>Computers and software</i> | <i>Motor vehicles</i> | <i>Lease hold improvement</i> | <i>Capital works in progress</i> | <i>Total 2022</i> |
|----------------------------------|-------------------|--------------------|--|-----------------------------------|---------------------------------------|---------------------------|-----------------------------------|--------------------------------------|-----------------------|
| For the year 2022 | SR | SR | SR | SR | SR | SR | SR | SR | SR |
| Cost: | | | | | | | | | |
| At the beginning of the year | 61,079,508 | 508,275,919 | 930,695,096 | 142,419,958 | 7,196,162 | 107,592,273 | 2,156,225 | 58,487,588 | 1,817,902,729 |
| Additions | - | 108,542 | 3,066,327 | 1,503,147 | 294,176 | 724,000 | - | 42,029,316 | 47,725,508 |
| Disposals | - | (3,869,341) | (23,745,072) | (27,737,214) | (38,603) | (9,059,859) | - | - | (64,450,089) |
| Transfers | - | 5,383,609 | 23,106,517 | 4,992,136 | 629,332 | - | - | (34,111,594) | - |
| Transfer to intangible assets | - | - | - | - | - | - | - | (168,678) | (168,678) |
| Transfer to assets held for sale | - | (591,529) | (1,558,777) | (20,570) | (24,254) | (827,750) | - | - | (3,022,880) |
| Charged as an expense | - | - | - | - | - | - | - | (908,508) | (908,508) |
| Translation differences | (1,884,949) | (10,889,673) | (23,913,610) | (655,760) | (1,728,435) | (6,283,169) | - | (2,358,463) | (47,714,059) |
| | <u>59,194,559</u> | <u>498,417,527</u> | <u>907,650,481</u> | <u>120,501,697</u> | <u>6,328,378</u> | <u>92,145,495</u> | <u>2,156,225</u> | <u>62,969,661</u> | <u>1,749,364,023</u> |
| Depreciation: | | | | | | | | | |
| At the beginning of the year | - | 157,298,142 | 563,669,112 | 123,548,180 | 4,962,792 | 96,650,147 | 439,702 | - | 946,568,075 |
| Charge for the year | - | 16,300,567 | 57,080,816 | 7,137,696 | 928,564 | 3,085,359 | 359,371 | - | 84,892,373 |
| Disposals | - | (3,798,034) | (23,496,701) | (27,463,334) | (35,442) | (9,019,780) | - | - | (63,813,291) |
| Transfer to assets held for sale | - | (24,023) | (330,850) | (8,294) | (4,595) | (786,107) | - | - | (1,153,869) |
| Translation differences | - | (4,526,572) | (13,160,486) | (300,500) | (1,408,905) | (4,146,023) | - | - | (23,542,486) |
| | <u>-</u> | <u>165,250,080</u> | <u>583,761,891</u> | <u>102,913,748</u> | <u>4,442,414</u> | <u>85,783,596</u> | <u>799,073</u> | <u>-</u> | <u>942,950,802</u> |
| Net book amount: | | | | | | | | | |
| At 31 December 2022 | <u>59,194,559</u> | <u>333,167,447</u> | <u>323,888,590</u> | <u>17,587,949</u> | <u>1,885,964</u> | <u>6,361,899</u> | <u>1,357,152</u> | <u>62,969,661</u> | <u>806,413,221</u> |

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

13. PROPERTY, PLANT AND EQUIPMENT (continued)

| | <i>Land</i> | <i>Buildings</i> | <i>Machines, equipment and tools</i> | <i>Furniture and fixtures</i> | <i>Computers and software</i> | <i>Motor vehicles</i> | <i>Lease hold improvement</i> | <i>Capital works in progress</i> | <i>Total 2021</i> |
|------------------------------|--------------|------------------|--|-----------------------------------|---------------------------------------|---------------------------|-----------------------------------|--------------------------------------|-----------------------|
| For the year 2021 | SR | SR | SR | SR | SR | SR | SR | SR | SR |
| Cost: | | | | | | | | | |
| At the beginning of the year | 71,159,185 | 506,515,588 | 931,536,093 | 144,096,031 | 6,446,488 | 128,265,461 | 2,156,225 | 53,693,228 | 1,843,868,299 |
| Additions | - | 39,975 | 396,534 | 121,894 | - | - | - | 27,804,557 | 28,362,960 |
| Disposals | - | (3,900,578) | (12,734,110) | (3,307,515) | (340,848) | (23,953,022) | - | - | (44,236,073) |
| Transfers | - | 5,622,390 | 11,496,146 | 1,510,096 | 1,090,714 | 3,280,913 | - | (23,000,259) | - |
| Reclassification | (10,080,000) | - | - | - | - | - | - | - | (10,080,000) |
| Adjustments | - | - | - | - | - | - | - | (3,440) | (3,440) |
| Translation differences | 323 | (1,456) | 433 | (548) | (192) | (1,079) | - | (6,498) | (9,017) |
| | 61,079,508 | 508,275,919 | 930,695,096 | 142,419,958 | 7,196,162 | 107,592,273 | 2,156,225 | 58,487,588 | 1,817,902,729 |
| Depreciation: | | | | | | | | | |
| At the beginning of the year | - | 142,198,896 | 518,219,779 | 119,152,505 | 4,055,735 | 113,694,361 | 73,144 | - | 897,394,420 |
| Charge for the year | - | 16,441,654 | 58,934,319 | 7,517,584 | 1,236,237 | 5,317,871 | 366,558 | - | 89,814,223 |
| Disposals | - | (1,341,550) | (8,884,990) | (3,121,872) | (328,682) | (22,360,846) | - | - | (36,037,940) |
| Reversal of impairment | - | - | (4,599,614) | - | - | - | - | - | (4,599,614) |
| Translation differences | - | (858) | (382) | (37) | (498) | (1,239) | - | - | (3,014) |
| | - | 157,298,142 | 563,669,112 | 123,548,180 | 4,962,792 | 96,650,147 | 439,702 | - | 946,568,075 |
| Net book amount: | | | | | | | | | |
| At 31 December 2021 | 61,079,508 | 350,977,777 | 367,025,984 | 18,871,778 | 2,233,370 | 10,942,126 | 1,716,523 | 58,487,588 | 871,334,654 |

13. PROPERTY, PLANT AND EQUIPMENT (continued)

1. At 31 December 2022, property, plant and equipment comprise assets fully depreciated in books but still operating with a cost of SR 432,9 million (2021: SR 466.8 million).
2. The industrial complex of the subsidiary Company is constructed on a leased land from Saudi Authority for Industrial Cities and Technology Zones (MODON) under a lease for 25 years started from 16 Sha'ban 1428H (corresponding to: 29 August 2007). The lease is renewable for an additional and similar period based on the two parties' choices.
3. The factory buildings related to a subsidiary Company constructed on a leased land from Riyadh Industrial City Administration for an annual rent for a period of 24 years started of 5 Sha'ban 1428H (corresponding to: 18 August 2007). The lease is renewable for some additional similar periods with the same or other conditions as agreed upon between the two parties. Also includes the employee's accommodations related to the subsidiary were constructed on land originally leased from Riyadh Industrial City Administration for an annual nominal rent for a period of 20 years from 21 Shabaan 1428H, (corresponding to 3 September 2007). The lease is renewable for similar periods on the same conditions or such other conditions as agreed to by the parties' concerned.
4. The General Secretariat of Jeddah announced the timetable for the removal of slums in Jeddah in order to start the stage of renovation related to neighborhoods that were classified within slum areas. These measures come within the plan set to rearrange and restructure the city's neighborhoods, and will ultimately benefit all individuals residing in the Kingdom of Saudi Arabia. The decision included compensation for the owners of the removed lands and properties. The implementation of that plan began in November 2021. And as one of the subsidiaries owns an area of land in Al-Thaalbah neighborhood, which is one of the neighborhoods that fall within the above removal plan. That land has been reclassified into assets held for sale by its book value as its fair value is greater than the book value according to the accredited valuer's report - Esnad Real Estate Appraisal Company and its partner. During the year 2022, the General Secretariat of Jeddah finished estimating the value of the compensation due to the Company for part of the land of Al-Thalabeh neighborhood, at an amount of SR15.2 million, and the part of this land was disposed from the books and gain from disposal recorded by SAR 8.5 million, and the compensation amount recorded as due from the Secretariat (Note 20).

The allocation of depreciation expense is as follows:

| | 2022 | 2021 |
|--|-------------------|-------------|
| | SR | SR |
| Cost of sales (note 6) | 71,416,082 | 73,787,578 |
| General and administrative expenses (note 8) | 7,771,734 | 7,973,981 |
| Selling and distribution expenses (note 7) | 5,704,557 | 8,052,664 |
| | 84,892,373 | 89,814,223 |

14. INVESTMENT PROPERTIES

Investment properties represent the value of lands acquired for long-term investment purpose as follows:

| | 31 December 2022 SR | 31 December 2021 SR |
|------|------------------------------------|---------------------------|
| Cost | <u>5,000,000</u> | <u>7,163,236</u> |

The Group holds investment properties and the fair value of these investments was determined basis of the average valuations made by two independent real estate valuers which are: AMAM and White Cube for Real estate valuation Offices. The fair value was determined depending on the market prevailing price for similar Real estate. The valuation did not reflect an impairment in the investment properties as at 31 December 2022. The average fair value of investment properties amounted to SR 18.4 million.

During the year ended 31 December 2022, the Company sold a plot of land in Abha for an amount of SAR 8,000,000, and a gain resulted from the sale by SAR 5,836,764.

15. INTANGIBLE ASSETS

| | 31 December 2022 SR | 31 December 2021 SR |
|---|------------------------------------|---------------------------|
| Goodwill (note 15.1 below) | <u>157,005,634</u> | <u>157,005,634</u> |
| Trademarks and software (note 15.2 below) | <u>2,863,569</u> | <u>2,984,084</u> |
| Total intangible assets | <u>159,869,203</u> | <u>159,989,718</u> |

15.1 The balance of intangible assets represents the goodwill arising from the acquisition of investments in subsidiaries. The Group conducted a study to make sure that there is no impairment in goodwill as at the date of the consolidated financial statements (note 34).

Goodwill is as the following:

| 31 December 2022 | | | |
|--------------------------------------|---|--|---|
| | Halawani Brothers Company SR | Al Rabie Saudi Foods Company SR | Aseer Al Arabia for Industrial Investment Company Limited SR |
| At the beginning and end of the year | <u>126,678,293</u> | <u>8,117,469</u> | <u>22,209,872</u> |
| | | | <u>157,005,634</u> |
| 31 December 2021 | | | |
| | Halawani Brothers Company SR | Al Rabie Saudi Foods Company SR | Aseer Al Arabia for Industrial Investment Company Limited SR |
| At the beginning and end of the year | <u>126,678,293</u> | <u>8,117,469</u> | <u>22,209,872</u> |
| | | | <u>157,005,634</u> |

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

15.2 Movement in Trademarks and royalty and Software is as follows:

| | Software | Trademarks | Total |
|--|-----------------|--------------------|--------------|
| | SR | and royalty | SR |
| | SR | SR | SR |
| Cost: | | | |
| As at 1 January 2022 | 4,913,884 | 10,102,877 | 15,016,761 |
| Additions | - | 189,196 | 189,196 |
| Transferred from property, plant and equipment | 168,678 | - | 168,678 |
| Disposals during the year | (2,177,791) | (8,736,484) | (10,914,275) |
| Translation differences | (371,987) | - | (371,987) |
| As at 31 December 2022 | 2,532,784 | 1,555,589 | 4,088,373 |
| Amortization: | | | |
| As at 1 January 2022 | 3,274,431 | 8,758,246 | 12,032,677 |
| Amortization for the year | 194,464 | 227,811 | 422,275 |
| Reclassification | (187,527) | 187,527 | - |
| Disposals during the year | (2,177,792) | (8,736,484) | (10,914,276) |
| Translation differences | (315,872) | - | (315,872) |
| As at 31 December 2022 | 787,704 | 437,100 | 1,224,804 |
| Net book value: | | | |
| As at 31 December 2022 | 1,745,080 | 1,118,489 | 2,863,569 |
| | Software | Trademarks | Total |
| | SR | and royalty | SR |
| | SR | SR | SR |
| Cost: | | | |
| As at 1 January 2021 | 3,093,890 | 10,102,820 | 13,196,710 |
| Additions | 1,819,994 | - | 1,819,994 |
| Translation differences | - | 57 | 57 |
| At 31 December 2021 | 4,913,884 | 10,102,877 | 15,016,761 |
| Amortization: | | | |
| As at 1 January 2021 | 3,014,077 | 8,736,427 | 11,750,504 |
| Amortization for the year | 260,354 | 21,787 | 282,141 |
| Translation differences | - | 32 | 32 |
| As at 31 December 2021 | 3,274,431 | 8,758,246 | 12,032,677 |
| Net book value: | | | |
| As at 31 December 2021 | 1,639,453 | 1,344,631 | 2,984,084 |

The allocation of amortization expense is as follows:

| | 2022 | 2021 |
|--|-------------|-------------|
| | SR | SR |
| Selling and distribution expenses (note 7) | 215,688 | 215,956 |
| General and administrative expenses (note 8) | 206,587 | 66,185 |
| | 422,275 | 282,141 |

16. LEASES

Group as lessee

The Group has lease contracts, several leases include extension and termination options and variable payments. No leases have variable payments.

The Group also has certain leases of leased properties with lease terms of 12 months or less of low lease value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The followings are the carrying amounts of right-of-use assets and lease liabilities recognised and their movements during the year:

a) Right-of-use assets are represented as follows:

| | 31 December 2022 | 31 December 2021 |
|---|-----------------------------|---------------------|
| | SR | SR |
| Cost: | | |
| As at 1 January | 94,215,534 | 77,353,689 |
| Additions during the year | 15,371,996 | 18,279,989 |
| Disposals | (8,498,230) | (1,418,611) |
| Translation differences | (6,324,329) | 467 |
| At 31 December | 94,764,971 | 94,215,534 |
| Depreciation: | | |
| As at 1 January | (43,201,910) | (29,766,263) |
| Depreciation for the year | (17,790,970) | (14,843,852) |
| Disposals | 2,941,549 | 1,405,633 |
| Translation differences | 3,206,245 | 2,572 |
| As at 31 December | (54,845,086) | (43,201,910) |
| Net book value as at 31 December | 39,919,885 | 51,013,624 |

b) Lease liabilities as classified in the statement of financial position:

| | 31 December 2022 | 31 December 2021 |
|----------------------------|-----------------------------|---------------------|
| | SR | SR |
| As at 1 January | 53,966,527 | 44,815,370 |
| Additions during the year | 15,393,141 | 18,270,699 |
| Interest expense | 2,568,500 | 2,646,472 |
| Payments | (17,050,140) | (11,708,416) |
| Disposals | (5,616,922) | (58,655) |
| Translation differences | (3,131,409) | 1,057 |
| As at 31 December | 46,129,697 | 53,966,527 |
| Less: current portion | (12,658,780) | (17,849,831) |
| Non-current portion | 33,470,917 | 36,116,696 |

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

The Group recognized the depreciation expense related to right of use assets, as follows:

| | 2022 | 2021 |
|--|--------------------------|-------------------|
| | SR | SR |
| Selling and distribution expenses (note 7) | 11,382,373 | 8,416,746 |
| Cost of sales (note 6) | 3,972,732 | 4,792,038 |
| General and administrative expenses (note 8) | 2,435,865 | 1,635,068 |
| | <u>17,790,970</u> | <u>14,843,852</u> |

17. INVESTMENTS AND FINANCIAL ASSETS

| | 31 December 2022 SR | 31 December 2021 SR |
|--|------------------------------------|---------------------------|
| Investments in associate (see note (a) below) | - | 11,347,093 |
| Equity instruments at fair value (see note "B" below) | 638,097,165 | 783,129,165 |
| Debt instruments at fair value through profit or loss (see note "C" below) | 2,645,055 | 112,435,000 |
| | <u>640,742,220</u> | <u>906,911,258</u> |

a) Investments in an associate

| <i>Company's name</i> | Country of incorporation | Main activity | Shareholding percentage | 31 December 2022 SR | 31 December 2021 SR |
|--|-------------------------------------|--------------------------|------------------------------------|------------------------------------|------------------------------------|
| | | | 2022 | 2021 | |
| Alessa Industries Company (see note below) | Kingdom of Saudi Arabia | Wholesale and retail | 38% | 38% | - 11,347,093 |

During the year ended 31 December 2022, the associate Company reduced its capital to absorb the accumulated losses by cancelling 25 million shares. The number of shares owned by the Group is 19 million shares of the total capital of Alessa Industries Company amounted to 50 million shares with 38% ownership of its equity (31 December 2021: 28.5 million shares of the total capital in Alessa Industries Company amounted to 75 million shares with 38% ownership of its equity). Movement in investment for the year ended 31 December is as follows:

| | 31 December 2022 SR | 31 December 2021 SR |
|---|------------------------------------|---------------------------|
| Investment balance at the beginning of the year | 11,347,093 | 72,612,289 |
| Group's share of loss of associate | (11,347,093) | (60,380,298) |
| Group's share of other comprehensive income | - | (884,898) |
| | <u>-</u> | <u>11,347,093</u> |

During the year ended 31 December 2022, the investment balance in the associate Company was fully reduced, accordingly the Company discontinued to recognize additional losses that are recorded in the books of the associate Company.

On a later date in the financial statements, the shareholders of Al-Essa Industries decided to reduce the capital to extinguish the accumulated losses by cancelling 40 million shares, bringing the number of shares owned by the group to 3.8 million shares.

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

b) Equity instruments at fair value

| | Investment in equity instruments | | Total | Total |
|---|----------------------------------|--------------------|--------------------|--------------------|
| | Quoted | Un-quoted | 31 December 2022 | 31 December 2021 |
| Cost: | SR | SR | SR | SR |
| At the beginning of the year | 390,600,000 | 353,267,824 | 743,867,824 | 710,080,634 |
| Additions | - | - | - | 33,787,190 |
| Disposals | - | (8,086,852) | (8,086,852) | - |
| At the end of the year | 390,600,000 | 345,180,972 | 735,780,972 | 743,867,824 |
| Net (losses) / gains from revaluation of investments and financial assets: | | | | |
| At the beginning of the year | 101,370,000 | (62,108,659) | 39,261,341 | (51,177,261) |
| Revaluation (loss) / gain | (147,780,000) | 7,509,848 | (140,270,152) | 90,438,602 |
| Transferred to accumulated losses | - | 3,325,004 | 3,325,004 | - |
| At the end of the year | (46,410,000) | (51,273,807) | (97,683,807) | 39,261,341 |
| Net book value | 344,190,000 | 293,907,165 | 638,097,165 | 783,129,165 |

Investments in equity instruments include the following:

- The Group owns 35 million shares as at 31 December 2022 (31 December 2021: 35 million shares) in Emaar the Economic City Company with amount of SR 292 million as at 31 December 2022 (31 December 2021: SR 418 million). The Company is required to obtain an approval from the Economic Cities and Special Zones Authority before it can dispose of its owned shares.
- During the year ended 31 December 2022, the Group sold one of its unquoted investments, then the investment revaluation reserve of SAR 3,325,004 was transferred to the accumulated losses.
- During the year ending on December 31, 2021, one of the investee companies increased its capital, and accordingly, the Group maintained its investment percentage in this company, and the investment value was increased by 33.7 million Saudi Riyals.

c) Debt instruments at fair value through profit or loss

| | 31 December 2022 | 31 December 2021 |
|--|------------------|------------------|
| | SR | SR |
| Balance as at the beginning of the year | 112,435,000 | 109,855,000 |
| Additions | 2,645,055 | - |
| Gain from revaluation of debt instruments at fair value through profit or loss | 72,974,399 | 2,580,000 |
| Accrued dividends | (166,899) | - |
| Disposals | (185,242,500) | - |
| Balance as at the end of the year | 2,645,055 | 112,435,000 |

- During the year ending on December 31, 2022 AD, the Group evaluated an investment in debt instruments at fair value through profit or loss, which resulted in a profit of about 73 million Saudi Riyals, which was recorded in the consolidated income statement, and then the investment was sold.

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)

(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

d) Dividends income from investments and financial assets

- During the year ended 31 December 2022, the Group received dividends from the above-mentioned investments by an amount of SAR 16,509,000 (31 December 2021: SAR 11,062,500).

18. INVENTORY

| | 31 December 2022 | 31 December 2021 |
|-------------------------------------|-----------------------------|-----------------------------|
| | SR | SR |
| Raw materials | 211,558,659 | 202,189,134 |
| Finished goods | 100,647,954 | 95,522,325 |
| Packing and packaging materials | 61,646,502 | 63,019,437 |
| Spare parts | 37,458,449 | 38,175,965 |
| Production in progress | 1,731,043 | 2,259,146 |
| Others | 583,407 | 921,186 |
| | 413,626,014 | 402,087,193 |
| Less: | | |
| Provision for slow moving inventory | (28,887,536) | (18,995,394) |
| | 384,738,478 | 383,091,799 |
| Goods in transit | 40,490,241 | 18,778,625 |
| | 425,228,719 | 401,870,424 |

A) Movement in the provision as follows:

| | 31 December 2022 | 31 December 2021 |
|---|-----------------------------|-----------------------------|
| | SR | SR |
| Balance at the beginning of the year | 18,995,394 | 18,577,003 |
| Additions during the year | 15,029,251 | 692,343 |
| Provision for slow moving inventory write off | (7,151,607) | (274,286) |
| Provision no longer required | (81,904) | - |
| Adjustments | 2,629,915 | - |
| Translation differences | (533,513) | 334 |
| Balance at the end of the year | 28,887,536 | 18,995,394 |

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

19. TRADE RECEIVABLES

| | 31 December 2022 | 31 December 2021 |
|-------------------------------------|-----------------------------|---------------------|
| | SR | SR |
| Trade receivables | 284,181,832 | 255,075,256 |
| Provision of expected credit losses | (23,321,160) | (23,221,603) |
| | 260,860,672 | 231,853,653 |

A) Set out below is the information about the credit risk exposure on the Group's trade receivables and contract assets using a provision matrix:

| 2022 | | < 90 | 91-180 | 181-365 | 360< | |
|--|--------------------|-------------------|-------------------|------------------|-------------------|--------------------|
| | Not due | days | days | days | days | Total |
| Estimated total gross carrying amounts at default | 149,841,491 | 92,821,175 | 12,059,953 | 9,873,458 | 19,585,755 | 284,181,832 |
| Expected credit loss | 300,981 | 1,159,032 | 615,292 | 2,189,933 | 19,055,922 | 23,321,160 |

| 2021 | | < 90 | 91-180 | 181-365 | 360< | |
|--|--------------------|-------------------|-------------------|-------------------|-------------------|--------------------|
| | Not due | days | days | days | days | Total |
| Estimated total gross carrying amounts at default | 157,569,103 | 47,354,802 | 16,735,365 | 14,852,071 | 18,563,915 | 255,075,256 |
| Expected credit loss | 210,363 | 236,839 | 336,687 | 4,763,716 | 17,673,998 | 23,221,603 |

The movement of the provision is as follows:

| | 31 December 2022 | 31 December 2021 |
|---------------------------------------|-----------------------------|---------------------|
| | SR | SR |
| Balance at the beginning of the year | 23,221,603 | 19,906,467 |
| Additions during the year (note 7) | 3,946,819 | 3,315,728 |
| Provision no longer required | (2,909,300) | - |
| Translation differences | (937,962) | (592) |
| Balance at the end of the year | 23,321,160 | 23,221,603 |

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

20. PREPAID EXPENSES AND OTHER ASSETS

| | 31 December 2022 | 31 December 2021 |
|---|-----------------------------|---------------------|
| | SR | SR |
| Due from seller of the land located north of Riyadh and broker (Note A) | 204,667,177 | 207,239,441 |
| Advances to suppliers | 27,132,278 | 28,826,694 |
| Prepaid expenses | 10,258,794 | 9,406,234 |
| Employees' receivables | 3,088,261 | 2,919,960 |
| Accrued income dividends | 166,899 | - |
| Derivative financial instruments (Note 31) | 80,317 | - |
| Other debit balances (Note B) | 27,592,741 | 7,751,432 |
| | 272,986,467 | 256,143,761 |

A) On 28 April 2019, the Company received a letter from the seller stating that the title deed of the purchased land in 2009 amounting to SR 219,739,441 was revoked by an order issued from the Public Court in Riyadh for a reason outside the control of the seller and Company's will. The Company paid SR 207,239,441 and the remaining amount of SR 12,500,000 was unpaid. The decision has become final and must be adhered to and implemented. The seller presented some solutions and suggestions to the Company in a way that preserves all its rights. After receiving the above-mentioned letter, the Company confirmed its validity through the concerned parties and is assured that the revocation is correct for reasons pertaining the seller as the revocation is attributive to the main title deed of the land and its scope. The Company has no relation or involvement in this matter and was not informed or involved in this matter, court hearings, sessions, discussions, or investigations. The Company inquired before purchasing the land, confirmed the validity of the title deed through a committee of attorney public composed of three members as per statement of permission issued on 28 Rajab 1430H.

On 18 Rabi II 1441H (corresponding to: 15 December 2019), the Company filed two lawsuits at the Public Court in Riyadh against the seller of the land located north of Riyadh, Al Khair District, and against the broker of the purchase deal requesting to compel both the land seller and purchase broker (claimers) to return the amount paid to them amounted to SR 207,239 million of the land value to the Company with retaining its right to claim any compensation for any losses or financial claims that have arisen or that may be caused due to revocation of the said land deed. Based on the opinion of the legal consultant of the Company and inquiries made with him, the documents and papers presented in both lawsuits are strong and explicit and form legal evidence of contractual relationship and prove the right of the Company to collect and recover the purchase amount paid due to revocation of the title deed and its right as well as to collect and recover the brokerage fees paid to the sale broker.

During the year ended 31 December 2019, the Company de-recognized the total land amount from the books amounted to SR 181,500,000 and recognized as trade receivable on the seller and broker with total amount of SR 207,239,441 after deducting the remaining amount due to the seller of the land value of SR 12,500,000. The book value of the land amounts to SR 181,500,000 representing purchase price of SR 219,739,441 less impairment previously recognized amounting to SR 38,239,441.

During November 2020, a final ruling was issued in favor of the Company to revoke the sale contract between the Company and the seller of the land and bind the seller of the land to pay an amount of SR 202 million to the Company.

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)

(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

On 19 Shaaban 1442 H corresponding to 01 April 2021, the Company received a letter from its legal consultant stating that the defendant (land's seller) filed a petition to the court on 05 Shaaban 1442H, corresponding to 18 March 2021, to overturn the verdict and dismiss the case after the expiry of the formal objection period and petition was accepted, and according to the Court dismissed the previous ruling and dismiss the case for lack of jurisdiction because the case is one of the big cases with amounts of more than 100 million Saudi Riyals. The Company has objected the ruling as it was not valid.

On 03 February 2022, the General Department for large cases of the General Court has issued a preliminary ruling in the favour of the Group, to terminate the sale's contract pertaining to north Riyadh land between the Company and the seller and what's entitled to it, and obligate the land seller to repay an amount of SR 202 million in favour of the Company.

On 24 April 2022, the Court of Appeal issued its ruling confirming the ruling issued by the General Department for large cases. Consequently, the Company applied to the Execution Court to execute the ruling, and the court has started to proceed with the execution by seizing assets owned by the seller.

On 08 March 2023, a preliminary rule was issued in favour of the Group obliging the broker to repay an amount of SAR 5,239,441 in favour of the Company, and the period of objection to the issued ruling is 30 days starting from the following date of receiving a copy of the rule based on the legal pleadings system.

B) Other debit balances include a balance due from the Jeddah Municipality by SAR 15.2 million (Note 13).

21. RELATED PARTIES TRANSACTIONS AND BALANCES

Related parties represent shareholders, ultimate Parent Company – Dallah Al Baraka Holding Company, subsidiaries of the ultimate Parent Company, and key management personnel, directors, and entities controlled or significantly influenced by such parties. Transactions with related parties are carried out based on the policies, terms and prices of dealing with unrelated parties, and these transactions are approved by the Group's departments.

The Groups' related parties are described as follows:

| Description | Nature |
|----------------------------------|---|
| Albaik food systems Co. | Party to one of the members of the Board of Directors in subsidiary |
| Sela Digital - IFS Aribia | Owned by shareholder in subsidiary |
| Dallah Trading Company | An affiliate owned by one of the major shareholders in subsidiary |
| Ismailia Poultry Company - Egypt | An affiliate owned by one of the major shareholders in subsidiary |

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

Below is summary of significant transactions with related parties performed in the course of normal business of the Group during the year:

A) Due from related parties:

| Description | Nature of the Transaction | Amount of transactions | | Balance | |
|------------------------------------|---------------------------|------------------------|------------------|------------------|------------------|
| | | 31 December 2022 | 31 December 2021 | 31 December 2022 | 31 December 2021 |
| | | SR | SR | SR | SR |
| Albaik Food Systems Co. | Sale of finished goods | 5,878,887 | 5,284,454 | 664,486 | 1,141,681 |
| Others | Other transactions | 3,292,398 | 1,170,336 | 906,026 | 765,763 |
| Total | | | | 1,570,512 | 1,907,444 |
| Less: provision for doubtful debts | | | | (261,311) | (512,361) |
| Balance | | | | 1,309,201 | 1,395,083 |

The movement in the provision is as follows:

| | 31 December 2022 | 31 December 2021 |
|---------------------------------------|------------------|------------------|
| | SR | SR |
| At the beginning of the year | 512,361 | 621,962 |
| Provision no longer required | (242,000) | (109,601) |
| Write off | (9,050) | - |
| Balance at the end of the year | 261,311 | 512,361 |

B) Due to related parties:

| Description | Nature of the Transaction | Amount of transactions | | Balance | |
|--|----------------------------|------------------------|------------------|------------------|------------------|
| | | 31 December 2022 | 31 December 2021 | 31 December 2022 | 31 December 2021 |
| | | SR | SR | SR | SR |
| Dallah Holding Company | Purchase of finished goods | 516,657 | 738,128 | 68,042 | 79,753 |
| Al Essmaliah Egypt for Poultry Company | Purchase of raw material | 1,677,919 | 3,196,490 | 66,793 | 249,223 |
| Others | Other transactions | 820,960 | 154,864 | 658,525 | 638,676 |
| | | | | 793,360 | 967,652 |

Prices and payment terms with related parties are approved in accordance with the Group's policy.

C) Board of directors and executives' allowances and remunerations:

The Group's senior management composes of key management personnel, executives and the Board member, who are responsible for planning, directing and supervising the Group's activities. The total salaries and remunerations for senior management and executives was as follows:

| | 31 December 2022 SR | 31 December 2021 SR |
|---|------------------------------------|---------------------------|
| Salaries and remunerations for senior management and executives "Parent Company" | 12,843,656 | 13,813,352 |
| Board of Directors' and committees' remunerations and allowances "Parent Company" | 3,745,500 | 5,509,500 |
| Salaries and remunerations for senior management and executives' "Subsidiaries" | 18,815,323 | 21,445,375 |
| Board of Directors' and committees' remunerations and allowances "Subsidiaries" | 7,717,477 | 7,843,247 |

22. INVESTMENTS FOR TRADING AT FAIR VALUE THROUGH PROFIT OR LOSS

During the year ended 31 December 2022, the Company invested in one of the investment portfolios which managed by one of the licensed parties for an amount of SR 30 million, and the investment resulted in losses by SR 1.9 million. The investment balance as of 31 December 2022 is SR 28 million.

23. CASH AND CASH EQUIVALENTS

| | 31 December 2022 SR | 31 December 2021 SR |
|--------------------------|------------------------------------|---------------------------|
| Bank balances | 273,123,959 | 107,625,697 |
| Cash on hand | 4,845,895 | 23,300,978 |
| Checks under collection | 3,524,608 | 5,526,036 |
| Restricted bank balances | 12,031,151 | 12,780,435 |
| | <u>293,525,613</u> | <u>149,233,146</u> |

The restricted bank balances represent bank balances held by the banks against the unpaid dividends.

24. SHARE CAPITAL

The share capital of the Parent Company is divided into 126,388,889 shares as at 31 December 2022 with SR 10 each (31 Dec 2021: 126,388,889 shares).

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)

(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

25. STATUTORY RESERVE

In accordance with the Saudi Corporate Law and Group's by-law, the Group must transfer 10% of its net income to the statutory reserve. The Group may stop such transfers when the reserve reaches 30% of the capital. The reserve is not available for distribution. The Group did not perform such transfers for the reported years where the Group achieved losses during those years.

The Company's Board of Directors decided on 29 December 2021 (corresponding to 25 Jumada al-Awwal 1443) to reduce the statutory reserve to 17.4% of the capital by transferring an amount of SR 92,417,116 to cover the accumulated losses.

26. NON-CONTROLLING INTERESTS

The movement in non-controlling interests is as follows:

| | 31 December 2022 | 31 December 2021 |
|---|-----------------------------|-----------------------------|
| | SR | SR |
| At the beginning of the year | 419,996,176 | 434,213,174 |
| Share in results of subsidiaries | 1,928,990 | 22,732,394 |
| Exchange differences resulted from the translation of financial statement in a foreign currency | (31,732,980) | (33,057) |
| Actuarial evaluation | 3,639,501 | (3,131,875) |
| Dividend in a subsidiary Company | (44,271,390) | (33,784,460) |
| At the end of the year | 349,560,297 | 419,996,176 |

Non-controlling interests were recorded at initial recognition in accordance with generally accepted accounting principles at the date of recognition. The Company has used the exemptions provided for at first time adoption to international financial reporting standards, which stated that non-controlling interests remain at the previously recognized amount in accordance with general accepted accounting principles without adjustments.

On 19 April 2022, the Extraordinary General Assembly of Halwani Brothers approved, the Board of Directors' proposal to distribute dividends to shareholders for the year ended 2021, with an amount of SR 70,714,290, the share of non-controlling interests amounted to SR 31,460,790.

On 10 March 2022, the Partners in Al Rabie Saudi Food Company, agreed to distribute dividends of SR 30 million, the share of the non-controlling interest amounted to SR 12,810,600.

27. ISLAMIC MURABAHA FINANCING CONTRACTS AND LONG-TERM LOANS

The movement in Islamic Murabaha and loans during the year is as follows:

| | 31 December 2022 | 31 December 2021 |
|--------------------------------|-----------------------------|---------------------|
| | SR | SR |
| Facilities and long-term loans | 192,184,711 | 355,502,036 |
| Amounts due during the year | (107,883,731) | (126,630,614) |
| Non-current portion | 84,300,980 | 228,871,422 |

The following table represents the value of the remaining instalments of the whole amounts of Murabaha and long-term loans:

| | 31 December 2022 | 31 December 2021 |
|------------|-----------------------------|---------------------|
| | SR | SR |
| 2022 | - | 129,115,483 |
| 2023 | 107,883,731 | 150,001,335 |
| 2024 | 45,412,097 | 37,496,335 |
| After 2024 | 38,888,883 | 38,888,883 |
| | 192,184,711 | 355,502,036 |

Murabaha financing and long-term loans include the following:

During the year 2021, one of the subsidiaries entered into an Islamic financing agreement with local Bank the outstanding balance of these contracts amounted to SR 342, of which SR 150 million are along term loan, and SR 192 million for short-term financing. The duration of the long- term loan is five years including six months grace period). The Murabaha is subject to a commission according to the prevailing inter-bank rates in the Kingdom of Saudi Arabia (SIBOR) plus a fixed commission rate. The Facility was guaranteed by promissory notes issued to the bank.

One of the subsidiaries entered into long-term Murabaha contracts with local banks in the Arab Republic of Egypt to finance its operations. The outstanding balance for these contracts amounted to SR 15.5 million (December 31, 2021: the amount of SR 2.7 million), and there is non-current portion of 7.9 million Saudi riyals (December 31, 2021: SR 2.4 million). The Murabaha is subject to a commission according to the prevailing inter-bank rates in the Arab Republic of Egypt.

During the year 2021, one of the subsidiaries entered into a financing agreement with local bank in the amount of SR 65 million. The balance of SR 50 million has been withdrawn by the Company. In accordance with the terms of the agreement, the financing is due in quarterly instalments of SR 4.2 million, starting from 30 June 2021, and the last instalment is due on 31 March 2024. The current portion is amounting to SR 16.6 million, and the non- current portion is amounting to SR 4.1 million. The facility is subject to a commission according to the prevailing inter-bank rates in the Kingdom of Saudi Arabia (SIBOR) plus a fixed commission rate. The Facility was guaranteed by promissory notes issued to the bank.

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)

(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

During the year 2019, one of the subsidiaries entered into a financing agreement (Tawarruq) with local bank in the amount of SR 150 million. The balance of the financing has been completely withdrawn by the subsidiary Company. In accordance with the terms of the agreement, the financing is due in quarterly installments, and the last installment is due on 30 June 2023. During the year 2021, the company made an advance payment of SR 50 million to the bank from the installments owed by the company, and the last installment was paid on March 31, 2022. The facility is subject to a commission according to the prevailing inter-bank rates in the Kingdom of Saudi Arabia (SIBOR) plus a fixed commission rate. The Facility was guaranteed by promissory notes issued to the bank.

During the year 2013, the Parent Company signed an Islamic Murabaha financing agreement with local bank amounted to of SR 700 million. According to the agreement, the loan is repaid in installments for a period of seven years ending on 14 September 2023. During the year ended 31 December 2021, the Parent Company entered into an agreement with the bank to reschedule the due installments, as it was agreed to amend the value and due dates of installments to be ended on 20 December 2023, and the Murabaha is subject to a commission according to the prevailing inter-bank rates in the Kingdom of Saudi Arabia (SIBOR) plus a fixed commission rate. The Facility was guaranteed by promissory note issued to the bank. Subsequent to the consolidated financial statements date, the Company has paid all of the outstanding balances.

28. EMPLOYEES' DEFINED BENEFITS

| | 31 December 2022 | 31 December 2021 |
|--------------------------------------|-----------------------------|-----------------------------|
| | SR | SR |
| Balance at the beginning of the year | 111,522,743 | 119,660,393 |
| Cost of current service | 8,496,959 | 7,424,200 |
| Finance costs | 2,021,198 | 1,416,500 |
| Paid during the year | (18,093,249) | (23,485,983) |
| Adjustments of actuarial valuation | (9,478,000) | 7,630,000 |
| Adjustments | - | (1,122,367) |
| Balance at the end of the year | 94,469,651 | 111,522,743 |

The most significant actuarial assumptions used in calculating the current value of employees' defined benefits as the following:

| | 31 December 2022 | 31 December 2021 |
|----------------------|-------------------------|-------------------------|
| | SR | SR |
| Discount rate | 5.1% | From 2.2% to 2.7% |
| Salary increase rate | From 3% to 6% | From 3% to 6% |
| Turnover rate | From 14% to 15% | From 8% to 14% |

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

The effect of employees' defined benefits on actuarial assumptions with reasonable change percentage was presented with all other variables constant as the following:

| | 31 December 2022 | 31 December 2021 |
|------------------------------------|-----------------------------|---------------------|
| | SR | SR |
| Discount rate +25 basis points | 93,220,300 | 109,257,400 |
| Discount rate -25% basis points | 95,177,500 | 111,882,200 |
| Salary increases +25 basis points | 95,197,400 | 111,866,100 |
| Salary increases -25% basis points | 93,196,400 | 109,266,200 |

29. TRADE PAYABLES AND OTHER ACCRUALS

| | 31 December 2022 | 31 December 2021 |
|-----------------------------------|-----------------------------|---------------------|
| | SR | SR |
| Trade payables | 147,269,691 | 133,499,256 |
| Accrued expenses | 89,964,354 | 104,760,811 |
| Tax dues | 64,829,266 | 9,167,993 |
| Right to return goods liabilities | 23,180,831 | 11,323,821 |
| Employee's accruals | 20,294,801 | 26,092,704 |
| Advances from customers | 5,095,090 | 9,623,614 |
| Other | 4,691,866 | 6,682,468 |
| | 355,325,899 | 301,150,667 |

30. SHORT TERM ISLAMIC MURABAHA FINANCING

Movement in the Islamic Murabaha financing is as follows:

| | 31 December 2022 | 31 December 2021 |
|--------------------------------------|-----------------------------|---------------------|
| | SR | SR |
| Balance at the beginning of the year | 321,614,951 | 185,827,234 |
| Net movement during the year | 254,688,146 | 135,787,717 |
| Balance at the end of the year | 576,303,097 | 321,614,951 |

During the year 2022, the Parent Company entered into a short-term Islamic Murabaha facility agreement with local bank with amount of SR 200 million, renewed annually. The Murabaha is subject to a commission according to the prevailing inter-bank rates in the Kingdom of Saudi Arabia (SIBOR) plus a fixed commission rate. The outstanding balance of this contract amounted to an amount of SR 133 million (31 December 2021: Nil). The Facility was guaranteed by promissory note issued to the bank.

During the year 2021, the Parent Company signed a short-term Murabaha facility agreement with a local commercial bank with amount of SR 200 million, renewed annually. The Murabaha is subject to a commission according to the prevailing inter-bank rates in the Kingdom of Saudi Arabia (SIBOR) plus a fixed commission rate. And a pledge agreement was signed for a listed shares on the stock market, and 3.4 million shares were mortgaged in one of the investees Companies. The loan balance as at 31 December 2022 is SR 70 million (31 December 2021: SR 140 million)

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)

(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

One of the subsidiaries entered into short-term Islamic Murabaha (Tawaruq) Contracts with local banks in the Kingdom of Saudi Arabia. These Murabaha are paid within a period of three to eight months. On 31 December 2022, the outstanding balance of these contracts amounted to SR 270.4 million (31 December 2021: SR 151.4 million). The Murabaha is subject to a commission according to the prevailing inter-bank rates in the Kingdom of Saudi Arabia (SIBOR) plus a fixed commission rate. The Facility was guaranteed by promissory notes issued to the banks.

One of the subsidiaries entered into short term Murabaha Contracts with local banks in the Arab Republic of Egypt to finance its operations. The Murabaha is subject to a commission according to the prevailing inter-bank rates in the Arab Republic of Egypt. the outstanding balance of these contracts amounted to an amount of SR 34 million (31 December 2021: Nil).

31. Derivative financial instruments

During year 2022, one of the subsidiaries entered into a financial derivative contract to swap with a local bank that uses derivative instruments such as interest rate swaps to, as the Company will pay a floating rate interest and receive floating interest plus margin subject to market closing within a predefined interest rate. The notional value of the contract as of 31 December 2022 amounted to SAR 150,000,000 and the fair value for the derivative is SAR 17,837,774. The revaluation losses were recorded by SAR 17,837,774.

During year 2019, one of the subsidiaries entered into a financial derivative contract to swap interest rates in 2019 with a local commercial bank to meet interest rate fluctuations. As of 31 December 2022, the fair value of the contract amounted to SR 80,317 (Note 20) (31 December 2021: SR 246,577) and a profit was recorded during the year ended 31 December 2022, amounting to SR 326,895 (2021: profit by SR 399,837). The nominal value of the interest rate in a swap contract as of 31 December 2022 amounted to SR 18,75 million (2021: SR 56,25 million).

32. CAPITAL COMMITMENTS, CONTINGENCIES

Below are the capital commitments, contingencies and covenants:

| | 31 December 2022 | 31 December 2021 |
|--|-----------------------------|-----------------------------|
| | SR | SR |
| Capital commitments for purchasing property, plants and equipment | 17,153,655 | 16,001,972 |
| Letter of guarantees and letter of credit in ordinary course business of the Group | 36,384,643 | 61,964,713 |

During the year end 31 December 2022, the Group recorded an amount of SAR 18 million as a provision for expected claims, in order to meet potential future obligations.

33. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the amount for which an asset could be exchanged, or a liability settled between two knowledgeable willing parties in an arm's length transaction. Therefore, differences may result from the carrying amount and estimates of the fair value.

The Group's financial assets consist of investments in financial instruments, cash and cash equivalents, trade accounts receivable and other receivables, amounts due to related parties, and its financial liabilities consist of trade accounts payable, accruals, other payables, Islamic Murabaha contracts, term finance arrangements, lease liabilities, finance lease liabilities, bank overdrafts, and amounts due to related parties.

Hierarchy of the fair value:

The Company uses the hierarchy of the fair value to determine the fair value of financial instruments and disclose it based on the valuation method:

Level 1 - Quoted market prices in active markets for identical assets or liabilities

Level 2 - Other valuation techniques that are significant to the fair value measurement is directly or indirectly observable

Level 3 - Inputs that are significant to the fair value measurement is unobservable

The Company used to hold such financial instruments and financial liabilities in the statement of financial position:

| 31 December 2022 | Level 1 SR | Level 2 SR | Level 3 SR | Total SR |
|--|-----------------------|-----------------------|-----------------------|---------------------|
| Financial assets at fair value | | | | |
| Listed in an active market | 344,190,000 | - | - | 344,190,000 |
| Not listed in an active market | - | - | 296,552,220 | 296,552,220 |
| Derivative financial instruments | - | - | 80,317 | 80,317 |
| | <u>344,190,000</u> | <u>-</u> | <u>296,632,537</u> | <u>640,822,537</u> |
| Financial liabilities at fair value | | | | |
| Derivatives | - | - | 17,837,774 | 17,837,774 |
| | <u>-</u> | <u>-</u> | <u>17,837,774</u> | <u>17,837,774</u> |
| 31 December 2021 | <i>Level 1 SR</i> | <i>Level 2 SR</i> | <i>Level 3 SR</i> | <i>Total SR</i> |
| Financial assets at fair value | | | | |
| Listed in an active market | 491,970,000 | - | - | 491,970,000 |
| Not listed in an active market | - | - | 403,594,165 | 403,594,165 |
| | <u>491,970,000</u> | <u>-</u> | <u>403,594,165</u> | <u>895,564,165</u> |
| Financial liabilities at fair value | | | | |
| Derivatives | - | - | 246,577 | 246,577 |
| | <u>-</u> | <u>-</u> | <u>246,577</u> | <u>246,577</u> |

Reconciliation of level 3

The table below shows reconciliation of all movements in fair value of financial instruments categorized into level 3 between the beginning and end of the financial period:

a) Financial assets at fair value:

| | 31 December 2022 SR | 31 December 2021 SR |
|--|------------------------------------|------------------------------------|
| Opening balance | 403,594,165 | 369,758,373 |
| Additions | 2,645,055 | 33,787,190 |
| Disposals | (190,004,348) | - |
| Accrued dividends | (166,899) | - |
| Evaluation | 80,484,247 | 48,602 |
| Transferred from financial liabilities | 80,317 | - |
| Closing balance | 296,632,537 | 403,594,165 |

b) Financial liabilities at fair value:

| | 31 December 2022 SR | 31 December 2021 SR |
|---------------------------------|------------------------------------|------------------------------------|
| Opening balance | (246,577) | (646,414) |
| Evaluation | (17,510,880) | 399,837 |
| Transferred to financial assets | (80,317) | - |
| Closing balance | (17,837,774) | (246,577) |

34. RISK MANAGEMENT OBJECTIVES AND POLICIES

Risks are part of the Group's operations and are managed through a continuous mechanism including the identification and then assessment of risks with follow up. Risk management is important for the Group's ability to achieve gains. Every employee in the Group is responsible for risk management related to his roles and responsibilities.

The Board members review risks and approve them:

Capital risk management

The Group manages its capital to ensure that it will be able to continue. The capital structure of the Group consists of net debts (Murbaha financing to offset against cash and cash equivalents) and equity (comprising of capital, reserves, retained earnings, unrealized gains from revaluation of investments available for sale and a subsidiary's translation of financial statements).

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)
(a Saudi Joint Stock Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 December 2022

The capital structure as at the end of the year is as follows:

| | 31 December 2022 SR | 31 December 2021 SR |
|---------------------------------|------------------------------------|------------------------------------|
| Total debts | 768,487,808 | 677,116,987 |
| Less: cash and cash equivalents | (293,525,613) | (149,233,146) |
| Net debts | 474,962,195 | 527,883,841 |
| Total equity | 1,587,487,457 | 1,821,824,548 |
| Debt to equity ratio (%) | %30 | %29 |

Liquidity risk

Liquidity risk is the risk that the Company's inability to meet commitments associated with financial instruments when fall due. Liquidity requirements are monitored on monthly basis to ensure that sufficient funds are available to meet any commitments when arise; including credit facility agreements against future commitments.

The table below summarises the maturities of the Company's undiscounted financial liabilities, based on contractual payment dates and current market commission rates:

| 31 December 2022 | Within one year SR | 1 to 5 years SR | Total SR |
|--|-----------------------------------|--------------------------------|----------------------|
| Accounts payable and other accruals | 355,325,899 | - | 355,325,899 |
| Short term Islamic Murabaha financing | 576,303,097 | - | 576,303,097 |
| Murabaha Islamic financing contracts and long-term loans | 107,883,731 | 84,300,980 | 192,184,711 |
| Lease liabilities | 12,658,780 | 33,470,917 | 46,129,697 |
| Dividends payable | 12,194,383 | - | 12,194,383 |
| Due to related parties | 793,360 | - | 793,360 |
| Total | 1,065,159,250 | 117,771,897 | 1,182,931,147 |

| 31 December 2021 | Within one year SR | 1 to 5 years SR | Total SR |
|--|-----------------------------------|--------------------------------|----------------------|
| Accounts payable and other accruals | 301,150,667 | - | 301,150,667 |
| Short term Islamic Murabaha financing | 321,614,951 | - | 321,614,951 |
| Murabaha Islamic financing contracts and long-term loans | 126,630,614 | 228,871,422 | 355,502,036 |
| Lease liabilities | 17,849,831 | 36,116,696 | 53,966,527 |
| Dividends payable | 12,943,614 | - | 12,943,614 |
| Due to related parties | 967,652 | - | 967,652 |
| | 781,157,329 | 264,988,118 | 1,046,145,447 |

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)

(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

Market risk

A proper framework is established to manage the market risks with respect to all assets including those unquoted and/or exposed to price fluctuations.

a) Commission rate risk

Commission rate risk is the risk that the value of financial instruments will fluctuate due to changes in commission rates in the market. The Group is subject to commission rate risk on its commission bearing assets and liabilities; including Murabaha contracts and term loans. The Group limits its commission rate risk by monitoring changes in commission rate risk on its interest-bearing liabilities. The Group also enters into swap contracts to reduce fluctuations in commission rates.

A 10 basis points change in the commission rates of the floating rate SR denominated deposits/loans as at the date of the financial statements would increase/(decrease) the net income of the year by the amounts stated below. The below analysis presumes that all other variables will remain constant:

| | 31 December 2022 | | 31 December 2021 | |
|--------------------|------------------------------|------------------------------|----------------------------------|------------------------------|
| | + 10 basis points | - 10 basis points | + 10 basis points | - 10 basis points |
| Murabaha financing | (768,488) | 768,488 | (677,117) | 677,117 |

b) Currency risk

Currency risk is the risk that the value of a financial instrument 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. 33% of the Group's sales for the year ended 31 December 2022 represent the subsidiary's sales Halwani and Brothers Company - Egypt (31 December 2021: 37%) Egyptian Pound is used as the operational currency.

As at 31 December 2022, the Group's financial assets and financial liabilities in foreign currencies related to the subsidiary (mainly in USD and Egyptian Pound) amounted to SR 113.7 million and SR 101.9 million (2021: SR 107.5 million and SR 116.5 million) respectively.

The Group did not undertake significant transactions in currencies other than Saudi Riyals and US Dollars during the year. As the Saudi Riyal is pegged to the US Dollar, balances in US Dollars are not considered to represent significant currency risk. With respect to the effect of the fluctuations in the currencies rates arising from the translation of the subsidiary' financial statements for purposes of consolidating the financial statements will be shown within the equity in a separate item. The Group manages the currencies risk through monitoring the changes in the currencies rates continuously and taking the appropriate decisions.

c) Raw material price risk

The Group is using various raw materials as production inputs in its production process. Such raw materials are subject to price fluctuations that may affect the business results of the Group. To minimise such risk, the management monitors the prices of raw materials and take the decisions to purchase in view of price forecasts.

Impairment of goodwill

The Company's management assess the goodwill's potential impairment at each reporting period. This assessment takes into consideration the expected future cash flows from each cash generating unit. The calculation of goodwill is most sensitive to the following assumptions:

- Gross Margin.
- Growth rates used.
- Weighted average cost of capital.

Gross margin

Gross margin is based on average value achieved during the three years preceding the budget period, and after adjustments related to the anticipated efficiency improvements in the cash generating units.

Growth rate

Rates are based on average value achieved during the three years preceding the budget period, and after adjustments related to present contracts and the management's perception of the growth in the market size as well as geographical expansion.

Weighted average cost of capital

The Group used this rate in discounting projected cash flows in order to reach the value in use.

Sensitivity to change in assumptions

The Group used a discount rate of 9.2% in discounting projected cash flows for the purpose of goodwill impairment study, and as a result, there is no impairment to be recorded. The impairment may exist, if the discount rate reached 19%.

Credit risk

Credit risk is the risk that one party will fail to discharge an obligation and cause the other party to incur a financial loss. The Group seeks to manage its credit risk with respect to customers by setting credit limits for individual customers and by monitoring outstanding receivables, obtaining LCs and LGs as securities from customers.

With respect to credit risk arising from the other financial instruments of the Group including cash and cash equivalents, the Group's exposure to credit risk arises from default of the counter parties, with a maximum exposure equal to the carrying amounts of these instruments.

Business risk

Business risks arise from several external factors including epidemic diseases that generally affect processed meat industry. Other risk may arise from the possible shortage of agriculture crops used as basic raw materials in food industry. To reduce such risks the management monitors such risks and takes the appropriate decisions according to the situation.

35. SIGNIFICANT EVENTS

The decline in the value of the currency of the Arab Republic of Egypt

During the current year end 31 December 2022, the Egyptian pound recorded a decrease in the exchange rate against the Saudi riyal. As a result, a currency translation adjustment was recorded regarding the translation of operations of the subsidiary company in the Arab Republic of Egypt.

Impact of the Russian-Ukrainian War

In February 2022, a conflict broke out between the Russian Federation and Ukraine and the events that followed that may have financial implications for many economic entities that have transactions with Ukraine, Russia and Belarus, as well as in direct interests (such as suppliers, customers, investments and lenders).

Political events are constantly changing and vary around the world. The main potential effects arising from the war are:

- Interruptions or cessation of production and closure of roads and facilities in the affected areas
- Travel disturbances to Eastern Europe
- Fluctuation of commodity and currency prices, which leads to an increase in costs and expenses.
- Unrest in banking systems and capital markets

Nevertheless, management closely monitors and analyses market developments in this volatile situation. Despite the current uncertainties, there is currently no indication of an impact on the Group's business or non-fulfilment of its obligations and future operational performance.

36. NEW AMENDED STANDARDS AND INTERPREPERATIONS

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2022.

36-1 New and amended standards and interpretations are effective

Amendments to IFRS 3, IAS 16, IAS 37

- IFRS 3 "Business combinations" update a reference in IFRS 3 to the Conceptual Framework for Financial Reporting without changing the accounting requirements for business combinations.
- IAS 16 "Property, plant and equipment" prohibit a Company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, a Company will recognize such sales proceeds and related cost in profit or loss.
- IAS 37 "Provisions, contingent liabilities and contingent assets" specify which costs a Company includes when assessing whether a contract will be loss-making.

The adoption of above amendments does not have any material impact on the Consolidated Financial Statements during the year.

36-2 Standards issued but not yet effective

Following are the new standards and amendments to standards which are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted; however, the Group has not early adopted them in preparing these Consolidated Financial Statements.

Amendments to IAS 1 “Presentation of financial statements” on classification of liabilities

- These narrow-scope amendments to IAS 1, ‘Presentation of financial statements’, clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (for example, the receipt of a waiver or a breach of covenant). The amendment also clarifies what IAS 1 means when it refers to the “settlement” of a liability.

Amendments to IAS 1, Practice statement 2 and IAS 8

- The amendments aim to improve accounting policy disclosures and to help users of the financial statements to distinguish between changes in accounting estimates and changes in accounting policies.

Amendment to IAS 12 – deferred tax related to assets and liabilities arising from a single transaction

- These amendments require companies to recognize deferred tax on transactions that, on initial recognition give rise to equal amounts of taxable and deductible temporary differences.

37. SUBSEQUENT EVENTS

On January 1, 2023, corresponding to Jumada al-Akhir 8, 1444 H, one of the subsidiaries signed a banking facilities agreement an Islamic Shariah compliant financing agreement with a local Bank for a period of one year from the date of signing the agreement and to be renewed annually. The total value of financing facilities amounted to SR 120 million.

38. BRANCHES OF SUBSIDIARIES

The consolidated financial statements include assets, liabilities and results of operations of the following branches:

Halwani Brothers Company:

| | <i>City</i> | <i>Commercial Registration No.</i> | | <i>City</i> | <i>Commercial Registration No</i> |
|---|-------------|--|----|----------------|---------------------------------------|
| 1 | Riyadh | 1010062529 | 8 | Taif | 4032009936 |
| 2 | Buraydah | 1131009885 | 9 | Madinah | 4650007871 |
| 3 | Dammam | 2050021082 | 10 | Jeddah | 4030296028 |
| 4 | Tabuk | 3550019554 | 11 | Jeddah | 4030289434 |
| 5 | Jeddah | 4030296025 | 12 | Khamis Mushait | 5855011496 |
| 6 | Makkah | 4031023161 | 13 | Yanbu | 4700001129 |
| 7 | Jeddah | 4030016296 | | | |

Sinad Holding Company (Formerly Aseer for Trading, Tourism, Industry, Agriculture, Real Estate and Contracting)

(a Saudi Joint Stock Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

Al Rabie Saudi Foods Company:

| <i>City</i> | <i>Commercial Registration No.</i> | <i>City</i> | <i>Commercial Registration No</i> |
|------------------------|--|-----------------|---------------------------------------|
| 1 Riyadh (HEAD OFFICE) | 1010025275 | 15 WADI-DAWASIR | 1185001651 |
| 2 Riyadh (Export) | 1010614214 | 16 TAIF | 4032228005 |
| 3 Riyadh (Sales) | 1010614212 | 17 MADINA | 4650022683 |
| 4 ABHA | 5855015525 | 18 JEDDAH | 4030123496 |
| 5 BAHA | 5800010301 | 19 MAKKAH | 4031213827 |
| 6 AL-MIKHWA | 4603149656 | 20 YANBU | 4700011061 |
| 7 BISHA | 5851002325 | 21 QASSIM | 1128003924 |
| 8 JIZAN | 5900005720 | 22 Ghuriyat | 3452009817 |
| 9 MOHAIL | 5860023508 | 23 TABOUK | 3550014766 |
| 10 HASA | 2252026326 | 24 HAIL | 3350012039 |
| 11 KHAFJI | 2057004092 | 25 SAKAKA | 3400008687 |
| 12 DAMMAM | 2050033489 | 26 NARJAN | 5950007467 |
| 13 HAFR AL BATIN | 2511003423 | 27 KHARJ | 1011008756 |
| 14 DWADMI | 1116003922 | | |

39. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

These consolidated financial statements were approved for issue by Board of Directors on 4 Ramadan 1444 (H) Corresponding to 26 March 2023 (G).
