

**STANDARD CHARTERED CAPITAL
SAUDI ARABIA
(A Saudi Closed Joint Stock Company)
Financial Statements
For the year ended 31 December 2016
together with the
Independent Auditor's Report**

STANDARD CHARTERED CAPITAL SAUDI ARABIA
(A Saudi Closed Joint Stock Company)

As at 31 December 2016
(Saudi Arabian Riyals)

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INDEPENDENT AUDITOR'S REPORT

The Shareholders

Standard Chartered Capital Saudi Arabia (A Saudi Closed Joint Stock Company)
Riyadh, Kingdom of Saudi Arabia

We have audited the accompanying financial statements of **Standard Chartered Capital Saudi Arabia (A Saudi Closed Joint Stock Company)** ("the Company") which comprise the balance sheet as at 31 December 2016, and the related statements of income, cash flows and changes in equity for the year then ended and the attached notes (1) through (21) which form an integral part of these financial statements.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with generally accepted accounting standards in the Kingdom of Saudi Arabia and in compliance with of the Regulations for Companies and Company's bylaws, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. Management has provided us with all the information and explanations that we require relating to our audit of these financial statements.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with generally accepted auditing standards in the Kingdom of Saudi Arabia. Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal controls relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

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

- 1) present fairly, in all material respects, the financial position of **Standard Chartered Capital Saudi Arabia** ("the Company") as at 31 December 2016, and the results of its operations and its cash flows for the year then ended in accordance with generally accepted accounting standards in the Kingdom of Saudi Arabia appropriate to the circumstances of the Company; and
- 2) Comply with the requirements of the Regulations for Companies and the Company's by-laws with respect to the preparation and presentation of financial statements.

For KPMG Al Fozan & Partners
Certified Public Accountants



Abdullah Hamad Al Fozan
License No. 348

Date: 29 Jumada'II 1438H
Corresponding to: 28 March 2017



STANDARD CHARTERED CAPITAL SAUDI ARABIA
(A Saudi Closed Joint Stock Company)
BALANCE SHEET
As at 31 December 2016
(Saudi Arabian Riyals)

	<u>Notes</u>	<u>2016</u>	<u>2015</u>
ASSETS			
Current assets			
Cash and cash equivalents	4	102,588,626	101,674,621
Due from related parties	5 (a)	14,273,947	1,110,213
Receivables from customers	6	--	1,875,713
Prepayments and other assets	7	945,272	800,579
Advance tax	15 (b)	1,027,753	1,127,105
Total current assets		<u>118,835,598</u>	<u>106,588,231</u>
Non-current assets			
Deferred tax asset	15 (c)	4,327,461	4,833,422
Property and equipment, net	8	21,760	34,816
Total non-current assets		<u>4,349,221</u>	<u>4,868,238</u>
Total Assets		<u>123,184,819</u>	<u>111,456,469</u>
LIABILITIES AND EQUITY			
Current liabilities			
Due to related parties	5 (b)	6,504,508	1,862,371
Accrued expenses and other current liabilities	9	2,306,951	1,604,238
Provision for taxation	15 (a)	1,540,622	740,410
Total current liabilities		<u>10,352,081</u>	<u>4,207,019</u>
Non-current liabilities			
Employees' end of service benefits	12	310,331	386,161
Total non-current liabilities		<u>310,331</u>	<u>386,161</u>
Total liabilities		<u>10,662,412</u>	<u>4,593,180</u>
Equity			
Share capital	10	100,000,000	100,000,000
Statutory reserve	11	4,614,708	4,048,796
Retained earnings		7,907,699	2,814,493
Total shareholders' equity		<u>112,522,407</u>	<u>106,863,289</u>
Total liabilities and shareholders' equity		<u>123,184,819</u>	<u>111,456,469</u>

The accompanying notes 1 through 21 form an integral part of these financial statements.

These financial statements and the notes 1 to 21 have been approved by the Board of Directors on 14 Jumada' II 1438 H corresponding to 13 March 2017 and are approved on their behalf by:

STANDARD CHARTERED CAPITAL SAUDI ARABIA
(A Saudi Closed Joint Stock Company)
STATEMENT OF INCOME
For the year ended 31 December 2016
(Saudi Arabian Riyals)

	<u>Notes</u>	<u>2016</u>	<u>2015</u>
REVENUE			
Arranging and advisory fee	<i>13</i>	<u>17,844,316</u>	<u>14,592,140</u>
Total Revenue		<u>17,844,316</u>	<u>14,592,140</u>
OPERATING EXPENSES			
General and administration expenses	<i>14</i>	<u>(12,046,944)</u>	<u>(10,242,330)</u>
Total Expenses		<u>(12,046,944)</u>	<u>(10,242,330)</u>
Operating profit for the year		5,797,372	4,349,810
Interest income		<u>1,826,356</u>	<u>546,860</u>
Net profit before tax		7,623,728	4,896,670
Tax			
- Deferred tax	<i>15</i>	<u>(505,961)</u>	<u>(138,895)</u>
- Income tax	<i>15</i>	<u>(1,458,649)</u>	<u>(416,685)</u>
		(1,964,610)	(555,580)
Net profit for the year		<u>5,659,118</u>	<u>4,341,090</u>
Earnings per share	<i>18</i>	<u>0.57</u>	<u>0.43</u>

The accompanying notes 1 through 21 form an integral part of these financial statements.

STANDARD CHARTERED CAPITAL SAUDI ARABIA
(A Saudi Closed Joint Stock Company)
STATEMENT OF CASH FLOWS
For the year ended 31 December 2016
(Saudi Arabian Riyals)

	<u>Notes</u>	<u>2016</u>	<u>2015</u>
Cash flows from operating activities			
Net profit before tax for the year		7,623,728	4,896,670
<i>Adjustments for:</i>			
Provision for employees' end of service benefits	12	144,035	196,022
Share based incentive plans		--	(206,806)
Depreciation	8	13,056	4,352
<i>Changes in operating assets and liabilities</i>			
Due from related parties		(13,163,734)	604,841
Prepayments and other current assets		(144,693)	(79,072)
Receivables from customers		1,875,713	(1,875,713)
Due to related parties		4,642,137	(571,700)
Accrued expenses and other current liabilities		702,713	(575,689)
Advance tax paid		(559,085)	(582,379)
Income tax paid		--	--
Employees' end of service benefits		(219,865)	--
Net cash generated from operating activities		<u>914,005</u>	<u>1,810,526</u>
Changes in cash flows from investing activities			
Property and equipment	8	--	(39,168)
Net cash used in investing activities		<u>--</u>	<u>(39,168)</u>
Net change in cash and cash equivalents		<u>914,005</u>	<u>1,771,358</u>
Cash and cash equivalents at the beginning of the year		<u>101,674,621</u>	<u>99,903,263</u>
Cash and cash equivalents at end of the year	4	<u><u>102,588,626</u></u>	<u><u>101,674,621</u></u>

The accompanying notes 1 through 21 form an integral part of these financial statements.

STANDARD CHARTERED CAPITAL SAUDI ARABIA
(A Saudi Closed Joint Stock Company)
STATEMENT OF CHANGES IN EQUITY
For the year ended 31 December 2016
(Saudi Arabian Riyals)

	<u>Share capital</u>	<u>Statutory Reserve</u>	<u>(Accumulated losses)/ Retained earnings</u>	<u>Total</u>
Balance as at 31 December 2014	100,000,000	3,614,687	(1,092,488)	102,522,199
Net profit for the year	--	--	4,341,090	4,341,090
Transfer to statutory reserve	--	434,109	(434,109)	--
Balance as at 31 December 2015	100,000,000	4,048,796	2,814,493	106,863,289
Net profit for the year	--	--	5,659,118	5,659,118
Transfer to statutory reserve	--	565,912	(565,912)	--
Balance as at 31 December 2016	100,000,000	4,614,708	7,907,699	112,522,407

The accompanying notes 1 through 21 form an integral part of these financial statements.

STANDARD CHARTERED CAPITAL SAUDI ARABIA
(A Saudi Closed Joint Stock Company)
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2016

1 ORGANIZATION AND PRINCIPAL ACTIVITIES

Standard Chartered Capital Saudi Arabia (the "Company") is a Saudi Closed Joint Stock Company registered in the Kingdom of Saudi Arabia. The Company operates under commercial registration number 1010289274 dated 19 Jumada-II 1431H (corresponding to 2 June 2010).

The principal activities of the Company is to provide underwriting, dealing, arranging, advising, and keeping custody of financial securities pursuant to the Capital Market Authority ("CMA") number 09144-37, dated 11 Muharram 1431H (corresponding to 28 December 2009) in accordance with the General Investment Authority's (SAGIA) license No. 102031026237 dated 3 Rabi-I 1431H (corresponding to 17 February 2010).

The Company's registered office is located at the following address:

7th Floor, Al Faisaliah Tower
P.O. Box 295522
Riyadh 11351
Kingdom of Saudi Arabia

2 BASIS OF PREPARATION

(a) *Statement of compliance*

The accompanying financial statements have been prepared in accordance with the generally accepted accounting standards in Saudi Arabia issued by the Saudi Organization for Certified Public Accountants (SOCPA).

The new Regulation for Companies issued through Royal Decree M/3 on 11 November 2015 (hereinafter referred as "The Law") came into force on 25/07/1437H (corresponding to 2 May 2016). The Company has to amend its by-laws for any changes to align the by-laws to the provisions of The Law. Consequently, the Company shall present the amended by-laws to the stockholders in their Extraordinary General Assembly meeting for their ratification. The full compliance with The Law is expected not later than 24/07/1438H (corresponding to 21 April 2017).

(b) *Basis of measurement*

The financial statements have been prepared on historical cost convention except for liabilities for cash settled share based payment arrangements that are measured at fair values.

(c) *Functional and presentation currency*

These financial statements are presented in Saudi Arabian Riyals (SR) which is the functional and presentation currency of the Company.

(d) *Use of estimates and judgments*

The preparation of financial statements requires management to make judgment, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods affected.

STANDARD CHARTERED CAPITAL SAUDI ARABIA
(A Saudi Closed Joint Stock Company)
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2016

3 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in the financial statements.

a) *Cash and cash equivalents*

Cash and cash equivalents comprise cash on hand, cash with banks and other short-term deposits with original maturities of three months or less from the date of acquisitions, which are available to the Company without any restrictions.

b) *Property and equipment*

Property and equipment are measured at cost, less accumulated depreciation and accumulated impairment loss. Cost includes expenditure that is directly attributable to the acquisition of the asset. Finance costs on borrowings to finance the construction of the assets are capitalized during the period of time that is required to complete and prepare the asset for its intended use.

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the item of property, plant and equipment. All other expenditure is recognized in the income statement when incurred.

Depreciation is charged to the income statement on a straight-line basis over the estimated useful lives of individual item of property and equipment. The estimated useful lives of assets for the period are as follow:

	<u>Years</u>
Furniture, fixture and office equipment	3
Computer software and hardware	3
Motor vehicles	3

c) *Impairment of financial assets*

Financial assets, property and equipment and other non-current assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss, if any, is recognized for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

STANDARD CHARTERED CAPITAL SAUDI ARABIA
(A Saudi Closed Joint Stock Company)
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2016

3 SIGNIFICANT ACCOUNTING POLICIES (Continued)

d) *Employees' end of service benefits*

Employees' end of service benefits, calculated in accordance with Saudi Arabian Labour Regulations, are accrued and charged to Statement of Income. The liability is calculated at the current value of the vested benefits to which the employee is entitled, should his services be terminated at the balance sheet date.

e) *Revenue recognition*

Revenue on transactions is recognized as follows:

- Arranging fee income is recognized based on the applicable service contracts.
- Income from consultancy is recognized when the services are provided.
- Interest income on short term deposit is recognised on accrual basis.

f) *Payable and accruals*

Liabilities are recorded for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

g) *Provisions*

A provision is recognized if, as a result of past events, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefit will be required to settle the obligation.

h) *Expenses*

Expenses are measured and recognized as a period cost at the time when they are incurred. Expenses related to more than one financial periods are allocated over such periods proportionately.

i) *Foreign currencies*

Transactions in foreign currencies are translated into Saudi Arabian Riyals at the exchange rates prevailing at transaction dates. Monetary assets and liabilities at year-end, denominated in foreign currencies, are translated into Saudi Riyals at the exchange rates prevailing at the balance sheet date. Foreign exchange gains or losses on translation of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of income.

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NOTES TO THE FINANCIAL STATEMENTS
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(Saudi Arabian Riyals)

3 SIGNIFICANT ACCOUNTING POLICIES (Continued)

j) *Offsetting*

Financial assets and liabilities are offset and reported net in the balance sheet when there is legally enforceable right to set off the recognised amounts and when the Company intends to settle on a net basis, or to realise the asset and settle the liability simultaneously.

k) *Income tax*

Current

Income tax, computed in accordance with Saudi Arabian fiscal regulations, is accrued and charged to statement of income.

Under Saudi Arabian Income tax laws, income tax is the liability of foreign shareholders. Income tax is computed on the foreign shareholders' share of taxable income for the period. The Company is owned by foreign shareholders therefore it is liable to the income tax only (if any).

Deferred

Deferred income tax asset on carry forward losses is recognized to the extent that it is probable that future taxable income will be available against which such carry-forward tax losses can be utilized. Deferred income tax is determined using tax rates which have been enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

l) *Share based incentive plans – Liability for Group*

Certain employees of the Company are eligible for the share based incentive plans offered by the ultimate parent Company which will be settled in shares of Standard Chartered Bank.

The Company as the receiving entity has an obligation to settle in cash or other assets since the equity instruments are not its equity instruments and accordingly has classified the share based payment arrangement as cash settled in these financial statements.

The Company measures the services received by reference to the grant-date fair value of the equity instruments granted which is recognized as an expense over the vesting period served by the employees. The Company also recognizes any change in the fair value of the equity instruments during the employment period of the employees as an expense with a corresponding increase in the liability for group share based incentive plans.

4 CASH AND CASH EQUIVALENTS

		<u>2016</u>	<u>2015</u>
Cash at bank			
- Term deposits	4.1	97,000,000	89,000,000
- Current accounts		5,587,437	12,670,998
Cash in hand		1,189	3,623
		<u>102,588,626</u>	<u>101,674,621</u>

STANDARD CHARTERED CAPITAL SAUDI ARABIA
(A Saudi Closed Joint Stock Company)
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2016
(Saudi Arabian Riyals)

4 CASH AND CASH EQUIVALENTS (Continued)

- 4.1 Term deposits are placed with a local bank carrying interest at the rate of 2.12% (2015: 1.15%) which are due to maturity on 26 January 2017.

5. RELATED PARTY TRANSACTIONS AND BALANCES

The Company's shareholders and all their affiliates and subsidiary companies are considered as related parties of the Company. Standard Chartered Bank ("SCB") is the major shareholder and Ultimate Parent of the Company.

In the ordinary course of business, the Company enters into transactions with related parties, which are based on prices and contract terms approved by the Company's management.

SCB, directly and through its affiliates, provides administrative and infrastructural support to the Company as and when required in addition to providing expertise in revenue generating activities partnering in various projects through revenue sharing arrangements. The Company's share in revenue for participating in these projects is included in its revenue as arranging fee.

The following are the details of major related party transactions during the year and the related balances at the end of the year:

5(a) Due from related parties

Related party	Nature of transaction	Amount of transaction		Balance	
		2016 <u>SAR</u>	2015 <u>SAR</u>	2016 <u>SAR</u>	2015 <u>SAR</u>
Standard Chartered Bank, UK	Revenue	1,092,754	11,026,786	--	118,933
Standard Chartered Bank Malaysia Berhad	Revenue	--	699,684	--	699,866
Standard Chartered Bank DIFC Branch	Revenue	13,901,520	240,277	14,141,677	240,125
Standard Chartered Bank Singapore Branch	Revenue	--	--	--	16,812
Standard Chartered Bank (Hong Kong) Limited	Revenue	--	402	4,458	4,458
Standard Chartered Bank Singapore Branch	Revenue	--	221	221	221
		14,994,274	11,967,370	14,146,356	1,080,415
Standard Chartered Bank, UK	Employee related receivable	38,019	--	67,817	29,798
Standard Chartered Bank, UK, MESA Regional Office	Employee related receivable	--	872,205	--	--
Standard Chartered Bank, UK, Head Office	Employee related expenses	59,774	--	59,774	--
Standard Chartered Bank UAE Branch	Employee related expenses recharge	--	160,255	--	--
		15,092,067	12,999,830	14,273,947	1,110,213

STANDARD CHARTERED CAPITAL SAUDI ARABIA
(A Saudi Closed Joint Stock Company)
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2016
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5. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

5(b) Due to related parties

Related party	Nature of transaction	Amount of transaction		Balance	
		2016 <u>SAR</u>	2015 <u>SAR</u>	2016 <u>SAR</u>	2015 <u>SAR</u>
Standard Chartered Bank UAE Branch	IT and Employee related expenses incurred by related party	250,834	352,451	101,617	352,451
Standard Chartered Bank Singapore Branch	Expenses incurred by related party	--	221,269	312,159	312,159
Standard Chartered Bank (Hong Kong) Limited	IT related expenses	(1,381)	1,482	2,863	1,482
Standard Chartered Bank US Branch	Employee related expenses	--	821,073	--	--
Standard Chartered Masterbrand Licensing Limited	Royalty fee	90,225	91,245	--	90,225
Standard Chartered Bank, UK, Head Office	Employee related expenses	39,769	31,549	--	39,769
Standard Chartered Bank Bahrain Branch	Employee related expenses	483,401	483,401	--	483,401
Standard Chartered Bank (Pakistan) Limited	Employee related expenses	--	4,426	57,993	57,993
Standard Chartered Bank, UK, MESA Regional Office	Employee related cost recharge and out of pocket expenses payable	1,101,711	469,386	1,571,097	469,386
Standard Chartered Bank, UK	Expenses incurred by related party	3,757,314	1,223,346	3,812,819	55,505
Standard Chartered Bank Singapore Branch	Revenue receivable	520,940	--	520,940	--
Standard Chartered Bank, Central Costs - SG	IT related expenses	97,678	--	97,678	--
Standard Chartered Global Business Services Company Limited	IT related expenses	705	--	705	--
Standard Chartered Global Business Services Private Limited	IT related expenses	26,637	--	26,637	--
				<u>6,504,508</u>	<u>1,862,371</u>

Board of directors fee are included within operating expenses (see note 14)

6. RECEIVABLES FROM CUSTOMERS

Receivables from customers represents receivable from local customers for corporate finance advisory services.

STANDARD CHARTERED CAPITAL SAUDI ARABIA
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NOTES TO THE FINANCIAL STATEMENTS
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7. PREPAYMENTS AND OTHER ASSETS

	<u>2016</u>	<u>2015</u>
Accrued interest receivable	382,719	164,897
Advance rent	314,100	296,650
Prepayments	155,140	261,953
Refundable deposits	59,330	54,330
Other assets	33,983	22,749
	<u>945,272</u>	<u>800,579</u>

STANDARD CHARTERED CAPITAL SAUDI ARABIA
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8. PROPERTY AND EQUIPMENT

	<u>2016</u>				<u>2015</u>
	<u>Furniture, fixture and office equipment</u>	<u>Computer software and hardware</u>	<u>Motor Vehicles</u>	<u>Total</u>	<u>Total</u>
<u>Cost</u>					
Balance at 1 January	3,737,315	3,850,150	448,418	8,035,883	7,996,715
Additions	--	--	--	--	39,168
Balance at 31 December	<u>3,737,315</u>	<u>3,850,150</u>	<u>448,418</u>	<u>8,035,883</u>	<u>8,035,883</u>
<u>Accumulated depreciation</u>					
Balance at 1 January	3,737,315	3,815,334	448,418	8,001,067	7,996,715
Depreciation for the year	--	13,056	--	13,056	4,352
Balance at 31 December	<u>3,737,315</u>	<u>3,828,390</u>	<u>448,418</u>	<u>8,014,123</u>	<u>8,001,067</u>
Net book value at 31 December 2016	<u>--</u>	<u>21,760</u>	<u>--</u>	<u>21,760</u>	
Net book value at 31 December 2015	<u>--</u>	<u>34,816</u>	<u>--</u>		<u>34,816</u>

STANDARD CHARTERED CAPITAL SAUDI ARABIA
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9. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

	<u>2016</u>	<u>2015</u>
Bonuses and employee related payables	850,739	707,491
Employee termination accrual	--	328,075
Professional services	482,423	273,000
Accrued expenses	458,945	238,955
Withholding tax payable	475,384	28,840
Other payables	39,460	27,877
	<u>2,306,951</u>	<u>1,604,238</u>

10. SHARE CAPITAL

At December 31, 2016 and 2015, the share capital of the Company was SR 100 million divided into 10,000,000 shares of SR 10 each, which are fully paid.

Following is the breakdown of the shareholding as at 31 December 2016 and 2015:

	<u>Number of shares</u>	<u>% of contribution</u>	<u>Amount SAR</u>
Standard Chartered Bank (SCB UK)	9,500,000	95.00%	95,000,000
Standard Chartered (GCT) Limited	125,000	1.25%	1,250,000
Standard Chartered UK Holding Limited	125,000	1.25%	1,250,000
SCMB Overseas Limited	125,000	1.25%	1,250,000
Standard Chartered Overseas Holdings Limited	125,000	1.25%	1,250,000
	<u>10,000,000</u>	<u>100%</u>	<u>100,000,000</u>

11. STATUTORY RESERVE

As required by the Company's by-laws, 10% of the net income for the year shall be transferred to the statutory reserve until such reserve equals 50% of its share capital. The Company may resolve to discontinue such transfers when the reserve totals 50% of the share capital.

The statutory reserve is not available for distribution to the shareholders. However, the statutory reserve can be used for meeting the Company's losses or for increasing its capital.

12. EMPLOYEES' END OF SERVICE BENEFITS

	<u>2016</u>	<u>2015</u>
Balance at beginning of the year	386,161	190,139
Additions during the year	144,035	492,178
Transfers during the year	--	(296,156)
Payments during the year	(219,865)	--
Balance at end of the year	<u>310,331</u>	<u>386,161</u>

STANDARD CHARTERED CAPITAL SAUDI ARABIA
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13. ARRANGING AND ADVISORY FEE

		<u>2016</u>	<u>2015</u>
Arranging fee	5 (a)	14,994,274	11,967,370
Advisory Fee		2,850,042	2,624,770
		<u>17,844,316</u>	<u>14,592,140</u>

14. OPERATING EXPENSES

	<u>Notes</u>	<u>2016</u>	<u>2015</u>
Personnel expenses	14.1	5,199,874	6,075,962
Regional and Head Office Recharge	14.2	2,711,390	--
Premises related expenses		846,559	810,018
Legal and professional charges		553,493	221,796
Directors' fee		543,750	389,063
Outsourcing expenses		535,493	499,035
Withholding tax		500,485	39,408
Travelling and communication expenses		229,248	306,335
IT related expenses		223,452	1,043,181
Regulatory fee		166,020	177,017
Utilities		159,561	226,709
Office expense		137,540	105,314
Advertising		118,856	142,711
Royalties		15,231	106,403
Depreciation	8	13,056	4,352
Others		92,936	95,026
		<u>12,046,944</u>	<u>10,242,330</u>

14.1 PERSONNEL EXPENSES

	<u>2016</u>	<u>2015</u>
Salaries and Allowances	4,096,491	4,585,624
Bonuses	815,064	393,639
Employee termination expenses	--	328,075
Staff rent	11,511	281,186
Staff Travel	126,641	148,626
Staff insurance	72,644	138,310
Staff Relocation	4,036	110,738
Other staff cost	73,487	89,764
	<u>5,199,874</u>	<u>6,075,962</u>

14.2 REGIONAL AND HEAD OFFICE RECHARGE

This represents head office cost apportioned to the company by the ultimate parent based on the services rendered by the group. In previous years, this recharge was waived by the group due to accumulated losses of the Company.

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15. TAXATION

a) Provision for Income tax

Income tax charge consists of current year provision of SR 1,458,649 (2015: 416,685) based on 20% of the adjusted taxable profit. Differences between the financial and taxable profit are mainly due to the provisions and depreciation, which are charged at different rates for tax purposes.

	<u>Notes</u>	<u>2016</u>	<u>2015</u>
Balance at 1 January		740,410	2,653,242
Charge for the year		1,458,649	416,685
Payments made during the year		--	--
Advance tax utilised		(658,437)	(2,329,517)
Balance at 31 December		<u>1,540,622</u>	<u>740,410</u>

b) Advance tax

	<u>Notes</u>	<u>2016</u>	<u>2015</u>
Balance at 1 January		1,127,105	2,874,243
Offset against advance tax paid during the year		(658,437)	(2,329,517)
Payments made during the year		559,085	582,379
Balance at 31 December		<u>1,027,753</u>	<u>1,127,105</u>

c) Deferred tax asset

Deferred tax asset represents deferred tax relating to temporary differences on carried forward tax losses. The movement in recognized deferred tax assets during the year ended 31 December is summarized as under:

	<u>2016</u>	<u>2015</u>
Balance at 1 January	4,833,422	4,972,317
Deferred tax asset recognised	--	--
Amount utilized during the year	(505,961)	(138,895)
Deferred tax credit for the year	(505,961)	(138,895)
Balance at 31 December	<u>4,327,461</u>	<u>4,833,422</u>

Temporary differences give rise to deferred tax asset which are recognised in Balance Sheet relating to non-Saudi shareholders. The deferred tax asset is recorded on unused tax losses, employees' end of service benefit and property and equipment.

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15. TAXATION (Continued)

d) Status of assessments

The Company has filed its Income tax returns for the period ended 31 December 2010, 31 December 2011, 31 December 2012 and 31 December 2015. No assessment has been raised by the General Authority of Zakat and Tax (GAZT) till date. However, the GAZT requested certain additional information related the years 2010-2012 of which part of the information has been submitted by the company.

16. SHARE BASED INCENTIVE PLANS – LIABILITY FOR GROUP

Certain employees of the Company are eligible for the share based incentive plans offered by the ultimate parent Company which will be settled in shares of Standard Chartered Bank.

The Company as the receiving entity has an obligation to settle in cash or other assets since the equity instruments are not its equity instruments and accordingly has classified the share based payment arrangement as cash settled in these financial statements.

As at 31 December 2016, the Company has released SAR 38,019 (2015: SAR 29,798) with respect to these plans which comprise grant-date fair value of the equity instruments granted and for the proportion of the vesting period served and changes in fair value of equity instruments granted till the reporting date.

	<u>Notes</u>	<u>2016</u>	<u>2015</u>
Balance at 1 January		--	206,806
Charge for the year		43,294	1,129
Reversal		(81,313)	(29,798)
Receivables from related parties liabilities		38,019	29,798
Paid during the year		--	(207,935)
Balance at 31 December		--	--

17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments carried on the balance sheet include cash and cash equivalents, balances due to / due from related parties and other current liabilities.

Credit risk

Credit risk is the risk that one party will fail to discharge an obligation and will cause the other party to incur a financial loss. The Company is exposed to credit risk on its cash and receivable from related parties. Cash is placed with local bank of sound repute. The receivable from related parties include amounts due from one of the major shareholders which has sound financial standing.

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17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

Special commission rate risk

Special commission rate risk arises from the possibility that the changes in commission rates may affect either the fair value or the future cash flows of the financial instruments. The Company does not have a significant special commission rate risk as cash is placed in a current account with the bank at a floating rate which resets frequently.

Liquidity risk

Liquidity risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from the inability to sell a financial asset quickly at an amount close to its fair value.

Liquidity risk is managed by monitoring on a regular basis that sufficient funds are available to meet the Company's future commitments. The Company is not exposed to the significant liquidity risk as the Company has adequate liquid assets available that exceeded current liabilities by SR 108.4 million (2015: 102.3 million) at the balance sheet date.

Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

Management believes that there is minimal risk of significant losses due to exchange rate fluctuation as the majority of monetary assets and liabilities are in currencies linked to the Saudi Riyal. In addition, as the Company's foreign currency transactions are primarily in US dollars which is pegged with the Saudi Riyal, foreign exchange gains and losses are not significant and have not been disclosed separately.

Fair value

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 in the principal, or in absence, the most advantageous market to which the Company has access at that date. Consequently, differences can arise between the carrying values and fair value estimates. Management believes that the fair values of the Company's financial assets and liabilities are not materially different from their carrying values.

18. EARNINGS PER SHARE

Profit per share for the year ended 31 December 2016 and 31 December 2015 has been computed by dividing the net profit for the year by the weighted average number of ordinary shares outstanding during the year which are 10 million shares.

19. COMPARITIVE FIGURES

Certain comparative figures have been reclassified, where necessary, to conform to the classification of current year's presentations.

20. CAPITAL MANAGEMENT

The capital that the Company is required to hold is determined by balance sheet, off - balance sheet, counterparty and other risk exposures. Suitable processes and controls are in place to

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20. CAPITAL MANAGEMENT (Continued)

monitor and manage capital adequacy and ensure compliance with local regulatory ratios. These processes are designed to ensure that Company has a sufficient capital available to meet local regulatory capital requirements at all times.

The Capital Market Authority (the "CMA") has issued Prudential Rules (the "Rules") dated 30 December 2012 (corresponding to 17 Safar 1434H). According to the Rules, the CMA has prescribed the framework and guidance regarding the minimum regulatory capital requirement and its calculation methodology as prescribed under these Rules. In accordance with this methodology, the Company has calculated its minimum capital required and capital adequacy ratios as follows:

	<u>2016</u>	<u>2015</u>
<u>Capital Base</u>		
Tier I Capital	108,194,601	102,029,867
Tier II Capital	—	—
Total Capital Base	108,194,601	102,029,867
<u>Minimum capital requirement:</u>		
Credit risk	4,217,570	5,137,321
Market risk	160,678	37,148
Operational risk	3,011,736	3,899,741
Total Minimum Capital Required	7,389,983	9,074,210
<u>Capital Adequacy Ratio:</u>		
Total Capital Ratio (time)	14.64	11.24
Surplus in Capital	100,804,617	92,955,657

a) Capital Base of the Company comprise of

- Tier-1: consists of paid-up share capital, retained earnings, and reserves excluding revaluation reserves.
- Tier-2 capital: consists of subordinated loans with certain restrictions. The Company does not have any subordinated loans as a result the company does not have tier-2 capital.

b) The minimum capital requirements for market, credit and operational risk are calculated as per the requirements specified in the Rules.

c) The Company's business objectives when managing capital adequacy is to comply with the capital requirements set forth by the CMA to safeguard the Company's ability to continue as a going concern, and to maintain a strong capital base.

21. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 14 Jumada' II 1438 H corresponding to 13 March 2017.