



# ANNUAL REPORT **2024**

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His Majesty King  
**Hamad Bin Isa Al Khalifa**  
the King of Kingdom of Bahrain



His Royal Highness Prince  
**Salman Bin Hamad Al Khalifa**  
The Crown Prince and Prime Minister

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● **Administration and contact details as at 31 December 2023** ●

<b>Commercial registration no.</b>	<b>24377-1 obtained on 18 February 1991</b>		
<b>Board of Directors</b>	Rashed Abdulla Al Suwaiket Alhajri	-	Chairman
	Abdulla Fahad Al-Subaie	-	Vice - Chairman
	Qusay Khalil Yusuf Al-Khalili	-	Board Member
	Abdulla Mubarak Abdulla Al-Suwaiket	-	Board Member
	Waleed Fahad Al-Tharman	-	Board Member
<b>Authorised persons</b>	Rashed Abdulla Al Suwaiket Alhajri Qusay Khalil Yusuf Al-Khalili		
<b>Chief Executive Officer and Secretary to the Board</b>	Qusay Khalil Yusuf Al-Khalili		
<b>Audit Committee</b>	Waleed Fahad Al-Tharman	-	Chairman
	Rashed Abdulla Al Suwaiket Alhajri	-	Director
	Abdulla Fahad Al-Subaie	-	Director
<b>Registered office</b>	Office 3202, Building 2504 Road 2832, Block 428 PO Box 10177, Al-Seeif District, Kingdom of Bahrain		
<b>Principal Bankers</b>	Ahli United Bank Arab National Bank - Dammam Alinma Bank Ithmar Bank Khaleeji Commercial Bank National Commercial Bank		
<b>Auditors</b>	BDO 17th Floor Diplomat Commercial Offices Tower PO Box 787, Manama, Kingdom of Bahrain		
<b>Registrars</b>	KFin Technologies (Bahrain) W.L.L. PO Box 514, Manama, Kingdom of Bahrain  Bahrain Clear B.S.C. (c) Bahrain Financial Harbour Harbour Gate – Level 4 PO Box 3203, Manama, Kingdom of Bahrain		

## ● Director's report to the shareholders for the year ended 31 December 2024 ●

### Directors report

On behalf of the fellow members of the Board of Directors and employees of the United Gulf Investment Company (UGIC), I would like to review the annual report and financial results of the company for the year ending on December 31, 2024.

**First**, the company's net profits amounted to BD 1,217,007 after the zakat provision compared to a profit of BD 1,699,133s after the zakat provision for the year 2023.

The year 2024 was full of geopolitical events that affected the supply of goods and raw materials, especially in the Red Sea, as well as the movement of goods globally and the rise in transportation costs in the Saudi market, as pressure increased on the ports of the Eastern Province, which raised local transportation prices. In addition, the prices of metals and commodities continued to be negatively affected as a result of high interest rates globally, and this effect was on the mining sector. And minerals clearly, as profits decreased as a result of the decline in the selling price as a result of weak demand, a slowdown in growth, and the inability to raise the prices of industrial goods, as competing Indian factories suffered from weak demand and continued to raise dumping issues against them globally, as they found the markets of the Gulf Cooperation Council countries as an alternative to them, and this was supported by the decline in the value of the Indian rupee against the dollar.

The group has achieved a local content exceeding 40% and localization rates exceeding 42%. Thus, we meet the highest government standards in building a national industry that we can be proud of in all national forums. Thank God, the company's management has thankfully renewed the contract with SABIC, (Hadeed) at the beginning of the year for all four products for a period of five years) as well as renewing the strategic alliance agreement between the Sabayek and "Hadeed". However, a short period later, fundamental changes had occurred, as the PIF acquired both Hadeed and Al Rajhi Steel Company, which constitute most of the group's sales of silica manganese and ferromanganese products of all kinds as the steel industry this year suffers from billions of losses, and it is the same alloy industry in which we work. But, thank God, the strategies adopted by the UGIC management to invest in sustainability projects has enabled Sabayek Company to absorb these shocks by building five factories to raise efficiency (manganese powder pelletizing plant, final product pressing plant, and manganese slag recycling plant). The sixth plant for extracting metal from slag is now being installed at the beginning of the year 2025. It has had a clear impact on raising production efficiency and improving financial results. Also, stopping customs exemptions on the company's products and raising customs duties contributed greatly to sparing the company the scourge of collapse in global markets.

Also, thanks to God, the company was able this year, thanks to the efforts of the company's management and its esteemed BOD, to obtain a reduction in the electricity tariff, as this is subject to precise standards by the official authorities and is obtained upon achieving the standards year by year in addition to strict conditions, which supported the company's position and contributed to keeping production costs within the acceptable limit in view of the significant decline in global commodity prices.

The company was also able to invest in updating its ERP, SAP, to SAP4hana, which is considered a major, long-term investment. The electronic link was made to the system of the Saudi Zakat, Tax and Customs Authority, GAZT which is a mandatory link, as the old system is not supported and cannot be used. The company's system was linked to become electronic, and this is one of the highest standards in the industrial sector.

## ● Director's report to the shareholders for the year ended 31 December 2024 ●

The land adjacent to the company's land has also been prepared to complete expansion projects and build products according to the understanding with His Excellency the Minister of Industry and Modernization, which is involved in the manufacture of electric batteries and some iron for military armor plates, which creates a qualitative opportunity to diversify the company's customer base and future alliance with electric car factories.

The company has invested to restore products that had previously stopped production before the year 2001, such as ferrosilicon, the production of which was postponed to the year 2025 due to the great weakness and huge losses in the global steel iron sector in the year 2024. The addition of additional specialized low-carbon products (low-carbon ferromanganese), ferrovanadium, ferrotitanium, and ferromolybdenum was postponed for the same reason, noting that the induction furnace is currently located on the company's land.

UGIC Management and Sabayek Management have also signed an understanding agreement with major international steel factories such as ESSAR, which will enter the Saudi market also meeting periodically with Bao Steel alliance - Aramco to supply a series of new metal alloys for a flat steel factory whose production will begin in the year 2029. A memorandum of understanding was also signed with Essar Steel.

Our thanks, credit and blessings are due to God Almighty and to the great support we receive from the shareholders of UGIC Company and Sabayek Company and for all their patience these years in enabling the company to overcome these challenges to build a strong, sustainable company. We are proud of the company's shareholders and their support for us in building sustainable national industries, God Almighty willing, that constantly work to find and innovate quality jobs for future generations in the future.

In summary, there is reason for optimism about the upcoming large projects, which we hope will have a great positive impact on the Kingdom, the private sector, and Sabayek, God willing. While the cost continued to rise in the Kingdom of Saudi Arabia from due to the increase and rise in diesel prices, in the cost of local transportation and subsequently the prices of local contractors. This caused increases in the cost-of-living Kingdom of Saudi Arabia. The decline in the prices of goods and final products this year affected the company's capability to achieve better results in 2024.

The group's sales amounted to 435 million Saudi riyals for the year 2024, compared to 366 million Saudi riyals in 2023.

The zakat assessments were also settled and the additional amounts due were paid in installments after long deliberations with the zakat committees. The tax examination and assessment for the year 2023 have also been completed, thank God, without any amounts or claims on the company. The company also created an internal control and audit unit in accordance with government standards, confirming adherence to international standards, as the Kingdom is committed to ESR and ESG standards. This has also culminated in with the successes of obtaining 3 ISO certificates, praise be to God. BOD approach is giving a clear picture of the group's situation working to avoid strong future shocks that may affect the value of the company conveying the sound image to its shareholders and members and preserving the rights of our small shareholders.

We have also previously added a sub-registry for Sabayek Company, "Adding Mining Activities," so that we can apply to obtain local mines in the Kingdom of Saudi Arabia, which we follow up as soon as circumstances and budget allow. Sabayek has also established the "Rukam Industrial Company" with a 40% ownership, which specializes in recycling iron slag. This will enable us to consolidate relationship with the major steel factories in the Kingdom, thanks God. We restored our relationship with Al-Tuwairqi Steel Company. It contributes to diversifying sources of income, as well as giving our companies a role in the circular economy and reducing carbon emissions in preparation for entering the carbon market.

## ● Director's report to the shareholders for the year ended 31 December 2024 ●

Also, God willing, the UGIC seeks to make some exits in the future, at the request of many shareholders, to resume paying dividends that will stimulate and encourage shareholders to invest in the company's shares and enhance the market value of the share, taking into account supporting the company's strategic expansion plans for growth and development, which requires patience and wisdom.

We are also still in contact with Al-Ajlan Company, which won the mining contract in the Al-Khunayqiyah mining, as we have an understanding with them to supply Sabayek with Saudi manganese ore in order to study, evaluate it in production, which we hope will contribute in raising local content to levels exceeding 60% and will also reduce the company's production costs, God willing.

These strategic industries are still working to benefit from local Gulf raw materials to add to the integration of the GCC economy and increase local content to higher levels in accordance with Vision 2030 inspired by the visions and wisdom of the leaders of the Gulf countries (may God protect them) towards developing mining industries in the Gulf Cooperation Council countries. We always look forward to their necessary support for this industry. We are communicating with mines in the state of Oman to obtain chromium ore and manganese ore to produce ferrochrome in the future, God willing.

**Secondly**, with regard to the activities of the Dhahran Chemical Industries and Marketing Company in the year 2024 AD, there was an improvement in profit margins from the year 2023 AD due to the diversification of products, but there was a decrease in liquidity as a result of the change of some contracts with some customers from 60 days to 90 days in addition to the company's purchase of many fixed assets. UGIC's share of the distributions in "Dhahran Company" also amounted to "DCIM" during the year 2024, the amount was 63,464 dinars, compared to the year 2023, which amounted to 120,740 Bahraini dinars.

We expect the sales volume to rise to about 67 thousand tons, an increase of about 18%, noting that the production capacity of the factory is about 72 thousand tons, with an expectation of a slight increase in profits as a result of an increase in the market size and the opening of new markets in Africa and India.

**Third:** The activities of the "United Gulf Trading" Company developed slowly through its relationships with international companies in global trade of goods and its activities in complementary areas with UGIC group of companies in light of the comprehensive strategy of United Gulf Investment Group, which is the metals and mining sector, raw materials and product marketing. UGT was registered in the value-added tax system in 2024 with the start of its activities. In the future, it also aspires to expand its activities globally and register in the Saudi market as a Saudi company. UGT aspire to begin distributing profits to UGIC in the year 2025, God willing.

### **Future outlook:**

God willing, UGIC expects 2025 will witness an improvement over 2024 in terms of economic activity, driven by the operation of recycling projects and the extraction of metal from waste. We will also continue to find projects and add new special products that are in line with Vision 2030 according to mutual understandings with Saudi Industrial Development Center regarding localization of the agreed upon metal alloy series. This in light and support of Ministry of Industry. We also expect the expansion of the activities of UGT. Moreover, we also expect a decline in interest rates globally, which will enhance the prices of final products. Accordingly, it is expected that the market will gradually recover in the year 2025. However, economic wars along with imposition of customs tariffs by countries to protect their industries may have implications whose impact we are still unable to determine due to the volatility of customs tariffs by countries globally.

## ● Director's report to the shareholders for the year ended 31 December 2024 ●

### Appropriations/Recommendations

Based on the financial results, the Board of Directors recommends the following:

- Transferring an amount BD 93,032 to the legal reserve, which represents 10% of the net profits attributable to the company's shareholders in order to meet the requirements of the Bahrain Commercial Law for Companies.
- Distributing a cash profit of 2.5 fils per share, representing 2.5% of the capital, in the amount of 500,000 thousand dinars, to the shareholders, after obtaining the approval of the honorable shareholders.

In line with Article 188 of Decree Law No. (28) of 2020,

Name	Fixed remunerations				Variable remunerations				End-of-service award	Aggregate amount (Does not include expense allowance)	Expenses Allowance
	Remunerations of the chairman and BOD	Total allowance for attending Board and committee meetings	Others*	Total	Remunerations of the chairman and BOD	Incentive plans	Others**	Total			
<b>First: Non Independent- Non Executive Directors:</b>											
Rashed Abdulla AlSuwaiket Al Hajri	-	2,600	-	2,600	-	-	-	-	-	2,600	
<b>Second: Independent - Non-Executive Directors:</b>											
Abdulla Fahad Alhazza Subaie	-	2,600	-	2,600	-	-	-	-	-	2,600	
Waleed Fahad AlTharman	-	2,600	-	2,600	-	-	-	-	-	2,600	
Abdulla Mubarak Al Suwaiket	-	2,600	-	2,600	-	-	-	-	-	2,600	
<b>Third: Executive Directors:</b>											
Qusay Al Khalili	-	2,600	-	2,600	-	-	-	-	-	2,600	
<b>Total</b>											
<b>Note: All amounts must be stated in Bahraini Dinars.</b>											
<b>Other remunerations:</b>											
* It includes in-kind benefits – specific amount - remuneration for technical, administrative and advisory works (if any).											
** It includes the board member's share of the profits - Granted shares (insert the value) (if any).											

● **Director's report to the shareholders for the year ended 31 December 2024** ●

**Executive Management Remuneration.-:**

In addition, the executive management and senior employees of the group have received a total of BD 296,948 for the current financial year towards salaries and allowances for the year ended 2024.

Executive management	Total paid salaries and allowances	Total paid remuneration (Bonus)	Any other cash/ in kind remuneration for 20XX	Aggregate Amount
Top 6 remunerations for executives, including CEO* and Senior Financial Officer**	296,948	-	-	296,948

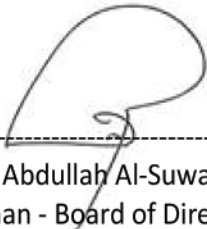
**Note: All amounts must be stated in Bahraini Dinars.**

\* The highest authority in the executive management of the company, the name may vary: (CEO, President, General Manager (GM), Managing Director...etc).

\*\* The company's highest financial officer (CFO, Finance Director, ...etc)

Finally, the Chairman and members of the Board of Directors, on his behalf and on behalf of the shareholders, take this opportunity to express his sincere appreciation and thanks to His Majesty King Hamad bin Isa Al Khalifa of Bahrain, and to His Royal Highness and His Royal crown Prince Salman bin Hamad Al Khalifa , and Prime Minister and Deputy Supreme Commander of Defense Force, as well to the Custodian of the Two Holy Mosques King Salman bin Abdulaziz and his Royal Highness Crown Prince Mohammad bin Salman of Kingdom of Saudi Arabia, and to their Majesties and Highnesses the leaders of the Gulf Cooperation (GCC) for their continuous support to us.

We would like to express our gratitude to all government authorities specially to, the Ministry of Industry Commerce and Tourism, the Bahrain Bourse, Bahrain clear the Central Bank, Capital Markets Supervisory Directorate (CMSD) and the General Secretariat of the Cooperation Council for the Arab Gulf States, wishing all the prosperity and prosperity of the GCC countries in light of this glorious era for its leaders.



Rashid Abdullah Al-Suwaiket Al-Hajri  
Chairman - Board of Directors



Qusay Al Khalili  
Board of Directors



## Independent auditor's report to the shareholders of United Gulf Investment Corporation B.S.C.



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### Report on the consolidated financial statements

#### Opinion

We have audited the consolidated financial statements of United Gulf Investment Corporation B.S.C. ("the Company") and its subsidiaries (collectively referred to as "the Group"), which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in shareholders' equity and the 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 2024, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Accounting Standards Board (IASB).

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). 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 ethical requirements that are relevant to our audit of the consolidated financial statements in accordance with the Code of Ethics for Professional Accountants ("IESBA Code") issued by International Ethics Standards Board for Accountants and we have fulfilled our other ethical responsibilities in accordance with its requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### 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 2024. 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 recognition

Revenue primarily consists of sales as disclosed in Note 22 and other income as disclosed in Note 24 of the consolidated financial statements. Revenue is considered to be a key performance measure and by default, this area has a fraud risk element and is therefore always considered as a significant risk.

Our audit procedures included, considering the appropriateness of the Group's revenue recognition policies and assessing compliance with the policies in light of the applicable accounting standards. We have tested the effectiveness of internal controls implemented by the Group over the revenue cycle and have also performed analytical procedures over the revenue streams and tested the relevant supporting documents on a sample basis to confirm their reasonableness and accuracy.

## Independent auditor's report to the shareholders of United Gulf Investment Corporation B.S.C.



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### Report on the consolidated financial statements (continued)

#### Other information

Management is responsible for the other information. The other information comprises the information included in the Directors' report but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of management and Those Charged With Governance ("TCWG") for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, 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.

TCWG are 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, 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.

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## Independent auditor's report to the shareholders of United Gulf Investment Corporation B.S.C.

### Report on the consolidated financial statements (continued)

#### Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- 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 fair presentation.
- Plan and perform obtain sufficient appropriate audit evidence regarding the financial information of the entities or business unit within the Group of basis of the forming an opinion on the group of financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the management and TCWG 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 TCWG 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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with TCWG, 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.

## Independent auditor's report to the shareholders of United Gulf Investment Corporation B.S.C.

### Report on other legal and regulatory requirements

- a) As required by the Bahrain Commercial Companies Law, in case of the Company, we report that:
1. we have obtained all the information we considered necessary for the purpose of our audit;
  2. the Company has carried out stock-taking in accordance with recognised procedures, has maintained proper books of account and the financial statements are in agreement therewith; and
  3. the financial information included in the Directors' report is consistent with the books of account of the Company.
- b) As required by the Ministry of Industry, Commerce and Tourism in its letter dated 30 January 2020 in respect of the requirements of Article 8 of Section 2 of Chapter 1 of the Bahrain Corporate Governance Code, we report that :
1. the Company has appointed a corporate governance officer; and
  2. the Company has a Board approved written guidance and procedures for corporate governance.

In addition, we report that, nothing has come to our attention which causes us to believe that the Company has breached any of the applicable provisions of the Bahrain Commercial Companies Law, the Central Bank of Bahrain (CBB) Rule Book (applicable provisions of Volume 6) and CBB directives, regulations and associated resolutions, rules and procedures of the Bahrain Bourse or of its Memorandum and Articles of Association, which would materially affect its activities, or its financial position as at 31 December 2024.

BDO

Manama, Kingdom of Bahrain  
27 February 2025



## Corporate Governance Report for the year 2024

### 1. Description of the action taken to complete the Corporate Governance Code during the year 2024 and how they were applied.

United Gulf Investment Corporation B.S.C, “UGIC” as part of being listed in Bahrain Bourse has adopted Corporate Governance Code 2018 as part of its transparency and legal compliance with Volume 6 of CBB rulebook and MOIC’s Commercial Companies Law promulgated by Legislative Decree No.21 of 2001.

#### **Purpose of this code:-**

To establish best practice of Corporate Governance in Kingdom of Bahrain. It aims primarily to provide guidance to companies on the best ways to manage, lead, organize and monitor their businesses through a series of transparent, clearly defined policies, processes and procedures.

#### **Purpose of Governance:-**

The purpose of Governance is to establish a system that governs and controls the company’s business and practices. This helps to create an efficient institution on the contributes to build a strong and competitive national economy for the purpose of reducing any adverse effects on the national economy, acting parties and local community due to not committing to the best practices in managing joint stock companies .

### 2. Related parties transactions & Balances

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions .Related party include the shareholders , key management personnel and their close family members and such other companies over which the Group or its shareholders ,key management personnel and their close family members can exercise significant influence or can be significantly influenced by those parties . Transactions with the related parties are authorized by management are on arm’s length basis. Further, there are no loans due from any of the Directors of the Group.

#### **Related parties transactions**

#### **Key management personnel compensation**

Key management personnel of the Group companies the Board of Directors and key members of the management having authority and responsibility for the planning, directing and controlling the activities of the Group including the Chief Executive Office of the Group.

## Corporate Governance Report for the year 2024

	Year ended 31 December <u>2024</u>	Year ended 31 December <u>2023</u>
Directors' sitting fees	13,000	13,000
Remuneration to key management personnel (Note 32)	296,948	332,048
(Including provisions taken subject to Board approvals)		

**A summary of significant transactions with the associate:**

	Year ended 31 December 2024	Year ended 31 December 2023
Share of profit for the year	<u>127,951</u>	<u>211,436</u>

### 3. Composition of the Board:

**a. Description of the current Board composition as given below:**

**1. Mr. Rashed Abdulla Al Suwaiket Al Hajri – Chairman. Non-independent.**

Date of Appointment: 5th April 2022

Qualifications:-

PhD from John Morris University Liverpool - UK

MBA degree from KFUPM

BA from Warren Pacific University, Portland State, USA

Has a long record of attending international conferences and symposiums in BA.

Other Directorships:-

- Salama Cooperative Insurance company
- Raysan Arabian Company
- Dhahran Chemical Industries & Marketing
- Al-Ruwais International Development
- Machinery Rental Trade Real Estate & Cars Company

## Corporate Governance Report for the year 2024

### 2. **Abdulla Fahad Al Subaie – Vice Chairman – Independent – Non Executive**

Date of Appointment: 5th April 2022

Qualifications:-

Bachelor of Science in Marketing from King Fahd University of Petroleum and Minerals in 1998.

Other Directorships:-

- Deputy Chairman of the Committee Contractors in the Eastern Province, KSA 2005-2018
- Member of the National Committee of the Council of Saudi Chambers contractors, KSA 1999 – 2018
- Member of the Bahraini Saudi Arabian Business Council from 2005-2016.
- Chairman of Al Qadisiya News from 2008 to 2012.
- Chief executive officer of Al-Hazza Heavy Equipment from 2006.
- Chairman of Takween Arabain Holding 2022- now

### 3. **Mr. Abdulla Mubarak Al Suwaiket - Director - Independent – Non Executive**

Date of Appointment: 5th April 2022

Qualifications:-

Bachelor Security Graduate – King Fahd Security College. Riyadh

Other Directorships:-

- Executive Director & Vice President - Al Suwaiket Group – AlKhubar – KSA.
- Executive Director – DNATA Travel. KSA

### 4. **Mr. Waleed Fahad Al Tharman – Director - Independent – Non Executive**

Date of Appointment: 5th April 2022

Qualifications:-

BA in Financial Management from King Fahd University of Petroleum and Minerals in 1999

Other Directorships:-

- CEO Jaffer Trading & Contracting Co.
- A partner in the firm Uhde Arabia Ltd. in Saudi Arabia
- Member of the Board of Directors of Saudi Arabia Petrument
- A partner in the company MIDOM - Saudi Arabia

## Corporate Governance Report for the year 2024

### 5. Mr. Qusay Al Khalili – Director / Chief Executive Officer. Non-Independent. Executive

Date of Appointment: 5th April 2022

2013 – Till Date CEO

2009 – 2013 as Investment Manager

Qualifications: -

Bachelor of Electrical Engineering - University of Bahrain – Excellent in 2001

MBA- Finance - University of Bahrain – Excellent in 2004

Master of Engineering Design – Victoria University - Australia - with honors in 2005.

Degree of administration in Banking & Finance – B I B F – Kingdom of Bahrain in 2007

Certificate in Leadership and Management - Leadership Trust Institute - United Kingdom 2008

The second level of the Chartered Financial Analyst program - Virginia - United States CFA (Chartered Financial Analyst Program 2009)

Attended many courses in Sales, Statistical Analysis, Banking Operations, Credit and Portfolio management at City group, Bahrain Institute of Banking and the United Kingdom.

Other Directorships:-

- Board member in UGT – Bahrain
- Board member in Sabayek - KSA
- Board member in Rukaam – KSA

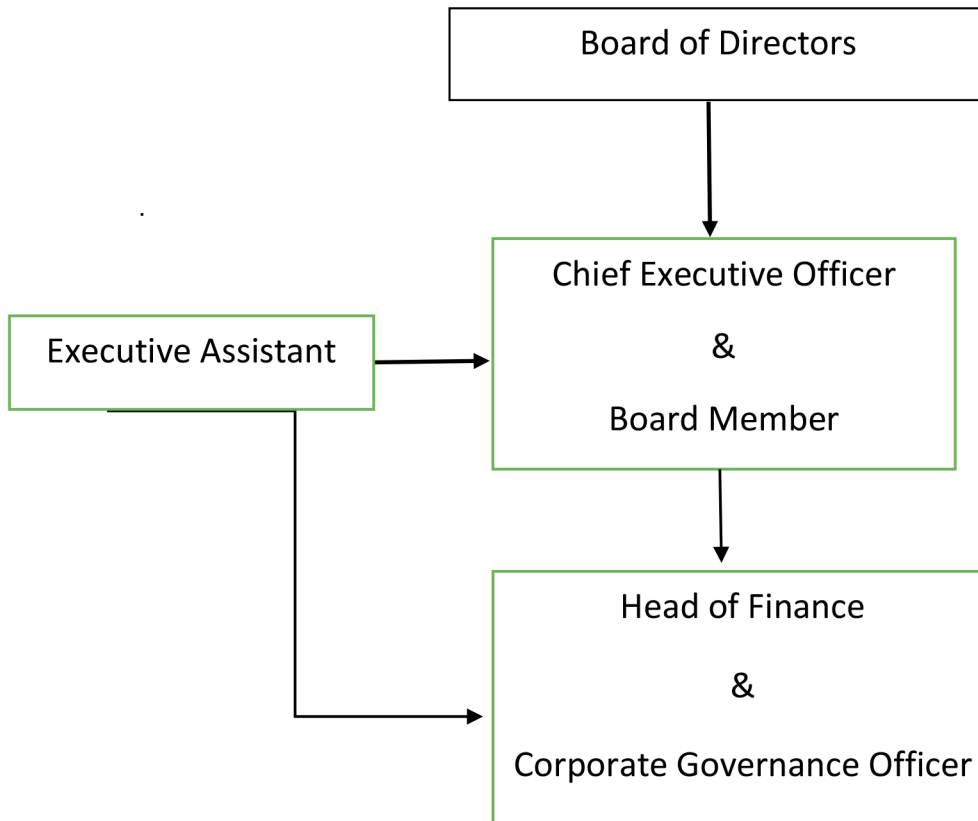
b. There is 0% representation of women and 100% of men representation in UGIC BOD.

## Corporate Governance Report for the year 2024

### 4. Directors Sitting fees and Remuneration to the Key Personnel's :-

- Total Directors Sitting fees paid to the directors for the year 2024 was BHD 13,000 towards Directors Attendance fees.
- Total remunerations and provisions only to the key executive officers (the top Six employees), for the year 2024 amounts to BD 296,948 only.

### 5. Company's Organizational Structure.



### 6. The Description of the Board's duties and competences, its committees, meetings held.

#### The Description of the Board's duties and competences: -

The board of directors of the company is responsible for the overall management and the providing directions to the senior management of the company. The board's main role is to create value addition to its shareholders to approve company's strategic objectives, to ensure that the necessary financial and other resource are made available to enable the company to meet those objectives. The BOD also performs other function which is included in the Board Charter. Regarding disclosure policies, BOD's overlook the responsibility of devoting and recommending changes to corporate governance policy frame work as set by MOIC. All the major transaction of the company, including with shareholders are subject to prior approval of the BOD. As a part of social corporate responsibility BOD's overlooks proper disposal of waste

## Corporate Governance Report for the year 2024

generated in the subsidiaries, adhering to standard norms set by government authorities for safeguarding the environment from pollution.

The Board is accountable to the Members and participants of the company for the business operations and affairs of the Company. Specifically, Board's responsibilities include but not limited to:

- Strategic Planning and Budgeting
- Corporate governance
- Key personal management
- Financial management
- Risk management
- Internal control system

The directors are also responsible, both individually and collectively, for performing these responsibilities. Although the Board may delegate certain functions to the management it may not delegate its ultimate responsibility to ensure that an adequate, effective, comprehensive and transparent corporate governance framework is in place.

### **Board Committees**

#### **Audit Committee:**

##### **(A) Audit Committee's members:**

Mr. Waleed Al Tharman – Chairman of the Audit Committee

Mr. Rashed Abdulla Al Suwaiket Al Hajri – Member

Mr. Abdulla Fahad Al-Subaie – Member

##### **(B) Duties & Responsibilities:-**

The Audit Committee has been established by the Board of Directors to oversee the standards of quality and reliability of the financial information submitted to the Board by the management ,internal and external auditors .The primary function of the Committee is to reinforce the internal and external audit process and assist the Board of Directors in fulfilling its responsibility .During the financial year 2024 four meetings were held by the committee . The Audit Committee is entrusted with the responsibility of insuring that adequate internal controls are in place to mitigate any existing or potential risks.

#### **Nomination and Remuneration Committee (NRC):**

##### **(A) NRC committee's members.**

Mr.Abdulla Mubarak Al Suwaiket - Chairman

Mr. Waleed Al Tharman - Member

Mr. Abdulla Fahad Al-Subaie – Member

## Corporate Governance Report for the year 2024

### **(B) Duties & Responsibilities**

The NRC committee member's duty is to review the company's policies relating to the remuneration of the Directors and Senior Executives, which shall be approved by the shareholders. Make recommendations to the Board on remuneration policies subject to the rules and provisions of the Commercial Companies Law concerning the payment of remunerations and other benefits. During the financial year 2024 two meetings was held by the committee.

### **Corporate Governance Committee:**

#### **(A) CGC members.**

Mr. Qusay Al Khalili – Chairman  
Mr. Abdulla Mubarak Al Suwaiket - Member  
Mr Abdulla Fahad Al-Subaie. - Member

### **(B) Duties & Responsibilities**

This committee is responsible for the developing and making recommendations on the charges required under the company's corporate governance policy from the time to time. It also monitors the implementation of the Corporate Governance framework with the Executive Management and Audit Committee. During the financial year 2024 one meeting held by the committee.

### **Board Meetings held in 2024**

The Board met four times by virtual means during the year 2024 which was attended by all Members of the Board (100% attendance). The meeting dates are given below.

#### Meeting Dates: -

27<sup>th</sup> February 2024

13<sup>th</sup> May 2024

11<sup>th</sup> August 2024

12<sup>th</sup> November 2024

### **7. External Auditors:**

Providing shareholders with the auditor's profile and overview of its professional performance.

A leading international audit firm, BDO provides external audit services to the company. The auditor has completed the audit of consolidated financial statements for the year ended 31st December 2024 and have provided an unqualified opinion on the consolidated financial statements of the Group.

## Corporate Governance Report for the year 2024

Fees and charges for the audit or services provided by the external auditor during the year 2024, in addition to a description of the auditor's years of service as the Company's external auditor. According to the following table:

Name of the audit firm	BDO
Years of service as the Company's external auditor	14 years
Name of the partner in charge if the Company's audit	Samson George
The partner's years of service as the partner in charge of the Company's audit	1 year
Total audit fees for the financial statements for the year 2024(BHD)	BD 8,100.000
Other special fees and charges for non-audit services other than auditing the financial statements for the year 2024(BD) if any. In the absence of such fees, this shall be expressly stated	BD 10,850.000 2024 Quarterly reviews and AUP reports.

### 8. Appointment of Corporate Governance Officer

UGIC has appointed its Head of Finance Mr. Vinod Ramakrishnan as its Corporate Governance Officer. He has over 19 years' experience in the company and has taken care of all the Compliance issues. He is one of the pioneers in implementing an effective Corporate Governance code in the establishment in line with the regulatory authorities' guidelines issued from time to time. He was appointed in the year 2006 and he can be reached in the Company's registered landline.

### 9. Details of any Penalties paid to regulatory authorities.

The company has paid BD Nil penalties to the regulatory authorities during the year 2024.

### 10. Description of Social Contributions done for the year 2024.

UGIC and its subsidiaries on a yearly basis pay Zakat in KSA of about SR.5 million by law which goes ultimately to charity purpose in KSA. There was an extra provision taken due to dispute with zakat authority over zakat amount for years 2015-2018 of about SR.7.4 million towards zakat to be paid on installments till July 2026.

## Corporate Governance Report for the year 2024

### 11. Detailed statement of Shareholders Equity.

A. Statement of shareholder's equity as of 31/12/2024 (individuals, corporate, government or organizations) to be classified as follows: Bahraini & Arab.

#	Shareholder classification	Shareholding %			
		Individuals	Corporate	Government or Organizations	Total
1	Bahraini	5.025%	3.300%	0.020%	8.343%
2	Non Bahraini	72.485%	14.172%		91.655%
3	Total	77.508%	22.472%	0.020%	100.00%

B. Description of the shareholders who hold 5% or more of the company's share capital, indicating the name of the natural person who hold the shares, the final beneficiary, as at 31/12/2024 as follows:

Name	Number of shares held	Shareholding %	Name of the natural person, the final beneficiary
Rashed Abdullah Al Suwaiket Al Hajri	58,418,336	29.21%	Rashed Abdullah Al Suwaiket Al Hajri

C. Description of how shareholders are distributed according to their respective shareholding as at 31/12/2024 as follows:

#	Shareholding (share)	No of shareholders	Number of shares held	Shareholding %
1	<50,000	916	8,560,017	4.28%
2	50,000 to 500,000	205	29,132,031	14.57%
3	500,000 to 5,000,000	60	88,075,699	44.04%
4	>5,000,000	3	74,232,253	37.11%
	Total	1184	200,000,000	100.00%

## Corporate Governance Report for the year 2024

### 12. Compliance with the provisions of the Corporate Governance code, as follows;

Principle	Non-compliant	Partially Compliant	Fully Compliant	Explanation in case of non-compliance
Principle 1: The Company shall be headed by an effective, qualified and expert board.		YES		Chairman is not independent as he is the major shareholder of the company. Dependency of Chairman is already declared and approval of appointment was already taken in the AGM and shareholders is also aware of that fact.
Principle 2: The directors and executive management shall have full loyalty to the company.			YES	
Principle 3: The Board shall have rigorous controls for financial audit and reporting, internal control, and compliance with law.			YES	
Principle 4: The Company shall have effective procedures for appointment, training, and evaluation of the directors			YES	
Principle 5: The Company shall remunerate directors and senior officers fairly and responsibly.			YES	
Principle 6: The Board shall establish a clear and efficient management structure for the Company and define the job titles, powers, roles and responsibilities.			YES	
Principle 7: The Company shall communicate with shareholders, encourage their participation, and respect their rights.			YES	
Principle 8: The Company shall disclose its corporate governance.			YES	
Principle 9: Companies which offer Islamic services shall adhere to the principles of Islamic Shari'a.			Not Applicable	

## Corporate Governance Report for the year 2024

Principle 10: The Board shall ensure the integrity of the financial statements submitted to shareholders through appointment of external auditors.			YES	
Principle 11: The Company shall seek through social responsibility to exercise its role as a good citizen.		YES		Board is evaluating alternative options available to fulfil its corporate social responsibility.

The BOD will take all necessary steps to all the new regulations as mentioned in the Corporate Governance Code 2018 and overcome the short comings in the area of being “Partially Compliant” In the coming financial year 2025.

### 13. Summary of Board Charter Report (BCR) & Disaster Recovery Plan (DRP)

This report is designed to brief the Board about the roles and responsibilities they have, and about the committees they are in and includes a disaster recovery plan for the company. It is reviewed annually by board members.

UGIC maintains hardcopy records as well as soft copy records of all transactions and contacts. No specific software is required. UGIC has developed its server to maintain backup of all communication and has obtained a permanent IP address for security reasons.

UGIC subsidiary “SABAYEK “has enhanced insurance policy since consolidation to 75.68% to include mechanical, electrical, property, plant and discontinuity of business. SABAYEK continues to evaluate risks and put contingency plans. Mostly operational risks do exist as well as others such as an increase in electricity tariff and possible negotiation from major clients on pricing or losing major clients, which can be mitigated by negotiation of long-time contacts.

We have also established a committee for maintaining documentation of diagrams manuals for each equipment. The company has also integrated internal control and internal audit across its operations to ensure transparency in day-to-day operations.

SABAYEK has enhanced its governance through having three board members who are Management executives in SABAYEK itself.

## Corporate Governance Report for the year 2024

### 14. Anti-money laundering. (AML)

The company’s principal line of business is investing in Industrial Projects in the Gulf region. The Company has not come across any suspicious transactions that could be related to money laundering or terrorism financing. Further, the Board is fully aware of the Anti-Money Laundering Policies in accordance with the CBB.

### 15. Risk management strategies and Policies.

Risk management is essentially about identifying, monitoring, and controlling all material risk that the organization may be subjected to. The main types of risks faced by the company are securities and stock markets and operational issues within its subsidiaries.

For current Assets, most important risks include: a possible increase electricity tariff over Sabayek on the long run, and market crash in commodity, these risks could be mitigated by negotiating long term contracts with Saudi Electricity, obtaining cheaper raw material, seeking local Saudi Manganese ore, adding new product lines, and implementing cost cutting techniques, Achieving higher efficiency rates in production and recovery. The Company identifies, assesses, monitors, controls and manages the various risks on an on-going basis. Sabayek has added new efficiency projects that will help reduce risk and increase productivity and overall efficiency. Also is working on new projects for diversification which will reduce risk concentration of production.

UGIC management has successfully managed to increase the customs from 5% to 12% on imports of finished goods which will help to avoid dumping and going into huge losses.

SABAYEK has renewed its main contracts with HADEED for a period of 5 years to mitigate any risk, this is to cover the sales. It has also obtained a 2-year contract with Emirates steel. The above covers 70% of SABAYEK sales for 2 years. Moreover, we have already obtained the reduced electric tariff (secured for 2025). We have also renewed the manganese ore contract for a period of 2 years (the main raw material 60% of it). We are also doing preventive maintenance for the furnaces to insure operations

We have also hired a head of internal Audit in sabayek as well as a head of operational excellence to develop and enhance corporate governance and best practices in SABAYEK. We have also implemented the new ERP system ( SAP 4 hana) to enhance operational governance ,best practices, including automated processes and approvals. It is also linked to ZAKAT authority for phase 2 electronic billing.

For new Assets, the investment risk is clearly highlighted in any investment approval request forwarded to the executive board committee and implementation of the project is subject to their approval. The BOD continuously monitors the investment portfolio and the risks involved and take proactive measures to mitigate the risks.

CEO Signature:

Date: 27/02/2025




## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

See Auditor's Report dated 27/2/25  
Signed by BDO, CR No. 10201-04  
Partner: Samson Kattuvattil  
Reg. No. 239  
Signature: 

United Gulf Investment Corporation B.S.C.  
Consolidated statement of financial position as at 31 December 2024  
(Expressed in Bahrain Dinars)

	Notes	31 December 2024	31 December 2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	6	27,620,984	28,856,876
Investment in associates	7	2,441,283	2,376,796
Right-of-use assets	8	<u>256,596</u>	<u>195,304</u>
		<u>30,318,863</u>	<u>31,428,976</u>
<b>Current assets</b>			
Financial assets at fair value through profit or loss	9	10,400	10,400
Inventories	10	21,520,645	20,464,913
Trade and other receivables	11	10,986,125	8,839,756
Mudaraba deposits	12	1,388,542	1,195,499
Cash and bank balances	13	<u>2,522,718</u>	<u>2,142,699</u>
		<u>36,428,430</u>	<u>32,653,267</u>
<b>Total assets</b>		<u>66,747,293</u>	<u>64,082,243</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves</b>			
Share capital	14	20,000,000	20,000,000
Statutory reserve	15	3,619,267	3,526,235
Share premium	16	116,328	116,328
Other reserves	16	<u>8,203,483</u>	<u>7,366,195</u>
Equity attributable to the shareholders of the Parent		31,939,078	31,008,758
Non-controlling interest	17	<u>8,075,988</u>	<u>7,789,301</u>
		<u>40,015,066</u>	<u>38,798,059</u>
<b>Non-current liabilities</b>			
Non-current portion of term loans	18	13,544,100	16,919,575
Non-current portion of lease liabilities	19	170,999	349,596
Employees' terminal benefits	20	<u>907,105</u>	<u>864,592</u>
		<u>14,622,204</u>	<u>18,133,763</u>


## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

See Auditor's Report dated 27/2/25  
Signed by BDO, CR No. 10201-04  
Partner: Samson Kattuvattil  
Reg. No. 239  
Signature: 

**United Gulf Investment Corporation B.S.C.**  
**Consolidated statement of financial position as at 31 December 2024 (continued)**  
**(Expressed in Bahrain Dinars)**

	<u>Notes</u>	<u>31 December 2024</u>	<u>31 December 2023</u>
<b>Current liabilities</b>			
Current portion of term loans	18	3,375,475	1,010,000
Current portion of lease liabilities	19	94,401	86,522
Trade and other payables	21	<u>8,640,147</u>	<u>6,053,899</u>
		<u>12,110,023</u>	<u>7,150,421</u>
<b>Total equity and liabilities</b>		<u>66,747,293</u>	<u>64,082,243</u>

The consolidated financial statements were approved, authorised for issue by the Board of Directors and signed on their behalf by:

  
\_\_\_\_\_  
Rashed Abdulla Al Suwaiket Al Hajri  
Chairman

  
\_\_\_\_\_  
Abdulla Fahad Al-Subaie  
Vice - Chairman

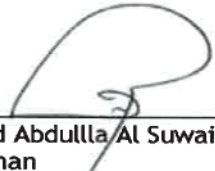
## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

See Auditor's Report dated 27/2/25  
Signed by BDO, CR No. 10201-04  
Partner: Samson Kattuvattil  
Reg. No. 239  
Signature: 

**United Gulf Investment Corporation B.S.C.**  
**Consolidated statement of profit or loss and other comprehensive income for the year ended**  
**31 December 2024**  
**(Expressed in Bahrain Dinars)**

	Notes	Year ended 31 December 2024	Year ended 31 December 2023
Sales	22	43,939,886	36,955,193
Cost of sales	23	<u>(41,321,414)</u>	<u>(36,385,362)</u>
Gross profit		2,618,472	569,831
Other income	24	857,678	3,737,892
Unrealised fair value losses on financial assets through profit and loss	9	<u>-</u>	<u>(245,600)</u>
		<u>3,476,150</u>	<u>4,062,123</u>
<b>Expenses</b>			
General and administrative expenses	25	(1,485,103)	(1,685,295)
Finance costs	26	<u>(295,991)</u>	<u>(283,131)</u>
		<u>(1,781,094)</u>	<u>(1,968,426)</u>
<b>Net profit for the year before tax and share of profit from investment in an associates</b>		1,695,056	2,093,697
Net share of profit from investment in associates	7	<u>127,951</u>	<u>211,436</u>
<b>Net profit for the year before zakat</b>		1,823,007	2,305,133
Provision for Zakat	27	<u>(606,000)</u>	<u>(606,000)</u>
<b>Net profit and total comprehensive income for the year</b>		<u>1,217,007</u>	<u>1,699,133</u>
<b>Net profit and total comprehensive income for the year attributable to:</b>			
Shareholders of the Parent		930,320	1,256,667
Non-controlling interest	17	<u>286,687</u>	<u>442,466</u>
		<u>1,217,007</u>	<u>1,699,133</u>
Basic and diluted earnings per share attributable to shareholders of the Company	28	<u>4.65fils</u>	<u>6.28fils</u>

The consolidated financial statements were approved, authorised for issue by the Board of Directors and signed on their behalf by:

  
Rashed Abdulla Al Suwaiket Al Hajri  
Chairman

  
Abdulla Fahad Al-Subaie  
Vice - Chairman

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

	Attributable to the shareholders of the Parent							Non- controlling interest	Total
	Share capital	Statutory reserve	Share premium	Revaluation reserve	Other reserves Retained earnings	Total	Total		
At 31 December 2022	20,000,000	3,400,568	116,328	4,329,043	1,906,152	29,752,091	7,346,835	37,098,926	
Total comprehensive income for the year	-	-	-	-	1,256,667	1,256,667	442,466	1,699,133	
Transferred to statutory reserve (Note 15)	-	125,667	-	-	(125,667)	-	-	-	
At 31 December 2023	20,000,000	3,526,235	116,328	4,329,043	3,037,152	31,008,758	7,789,301	38,798,059	
Total comprehensive income for the year	-	-	-	-	930,320	930,320	286,687	1,217,007	
Transferred to statutory reserve (Note 15)	-	93,032	-	-	(93,032)	-	-	-	
At 31 December 2024	20,000,000	3,619,267	116,328	4,329,043	3,874,440	31,939,078	8,075,988	40,015,066	

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

	<u>Notes</u>	<u>Year ended 31 December 2024</u>	<u>Year ended 31 December 2023</u>
<b>Operating activities</b>			
Net profit for the year		1,217,007	1,699,133
Adjustments for:			
Depreciation on property, plant and equipment	6	2,463,443	2,552,642
Net share of profit from investment in associates	7	(127,951)	(211,436)
Amortisation of right-of-use assets	8	96,819	56,775
Unrealised loss on investment through profit and loss	9	-	245,600
Reversal of excess allowance for slow-moving inventories		-	(2,325,926)
Reversal of excess allowance for impaired trade receivables	11	-	(140,119)
Bank interest income	24	(113,743)	(125,899)
Gain on lease modifications	24	(240,814)	-
Finance costs	26	295,991	283,131
Changes in operating assets and liabilities:			
Inventories		(1,055,732)	(4,453,545)
Trade and other receivables		(2,146,369)	(851,527)
Trade and other payables		2,586,248	(299,460)
Employees' terminal benefits, net		42,513	105,923
Net cash provided by/ (used in) operating activities		<u>3,017,412</u>	<u>(3,464,708)</u>
<b>Investing activities</b>			
Purchase of property, plant and equipment	6	(1,227,551)	(1,676,874)
Dividends received from associates during the year	7	63,464	120,740
Net movement in Mudaraba deposits		(193,043)	714,078
Bank interest income received	24	113,743	125,899
Net cash used in investing activities		<u>(1,243,387)</u>	<u>(716,157)</u>
<b>Financing activities</b>			
Finance costs	26	(295,991)	(283,131)
Repayment of term loans	33	(1,010,000)	(1,010,000)
Repayment of lease liabilities including interest		(88,015)	(85,418)
Net cash used in financing activities		<u>(1,394,006)</u>	<u>(1,378,549)</u>
Net increase/ (decrease) in cash and cash equivalents		380,019	(5,559,414)
Cash and cash equivalents, beginning of the year		<u>2,142,699</u>	<u>7,702,113</u>
Cash and cash equivalents, end of the year	13	<u>2,522,718</u>	<u>2,142,699</u>

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 1 Organisation and activities

United Gulf Investment Corporation B.S.C. (“the Company” or “the Parent Company”) and its subsidiaries comprise “the Group”. The Company is a public shareholding Company registered with the Ministry of Industry and Commerce in the Kingdom of Bahrain and operates under commercial registration number 24377 obtained on 18 February 1991.

According to the terms of its Memorandum and Articles of Association, the duration of the Company is for 50 years, renewable for further similar periods unless terminated earlier by the operation of law or as provided for in the Articles of Association.

The Company is engaged in property leasing, buying and selling of properties for the Company only, third grade industrial maintenance works, buying and selling of shares and securities for the Company only and investment in local industrial projects.

The Company’s registered office is in the Kingdom of Bahrain.

The consolidated financial statements, set out on pages 12 to 53, were approved and authorised for issue by the Board of Directors on 27 February 2025.

### 2 Structure of the Group

The structure of the Group is as follows:

#### *Subsidiaries:*

<u>Name of the subsidiary</u>	<u>Country of incorporation</u>	<u>Proportion of ownership interest 31 December 2024</u>	<u>Non-controlling interest ownership/ voting interest 31 December 2024</u>
Gulf Ferro Alloys Company (“SABAYEK”) W.L.L.	Kingdom of Saudi Arabia	75.68% (2023: 75.68%)	24.32% (2023:24.32%)
United Gulf Trading W.L.L. (“UGT”)	Kingdom of Bahrain	100% (2023:100%)	- (2023: Nil)

The Company owns 75.68% (2023: 75.68%) shareholding interest in Gulf Ferro Alloys Company (SABAYEK) W.L.L. and 100% in United Gulf Trading W.L.L (“the subsidiaries”).

The principal activities of SABAYEK include the production and marketing of ferro silicon, ferro manganese, silicon manganese silicon and micro silicate.

The principal activities of UGT are other professional, scientific and technical activities, real estate activities on fee or contract and sale/trading in other industrial products/raw materials.

SABAYEK’s total assets, liabilities and net profit for the year of have been extracted from management accounts prepared as at, and for the year ended, 31 December 2024 while UGT’s total assets, liabilities and net profit for the year have been extracted from audited financial statements prepared as at, and for the year ended, 31 December 2024.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 2 Structure of the Group (continued)

The details of the Group's investment in associates, as follows:

<u>Name of the associate</u>	<u>Country of incorporation</u>	<u>Description of shares held</u>	<u>Proportionate ownership interest held</u>	
			<u>2024</u>	<u>2023</u>
Dhahran Chemical Industries Marketing ("DCIM")	Kingdom of Saudi Arabia	Ordinary shares of SAR100 per share	<u>20%</u>	<u>20%</u>
Rukam Industrial Company *	Kingdom of Saudi Arabia	Ordinary shares of SAR1000 per share	<u>40%</u>	<u>40%</u>

\* Investment in associate is held through the Subsidiary Company.

### 3 Basis of preparation

#### *Statement of compliance*

The consolidated financial statements have been prepared in accordance with the IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"), interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"), the Central Bank of Bahrain (CBB) Rule Book (applicable provisions of Volume 6) and the requirements of the Bahrain Commercial Companies Law, and associated resolutions, rules and procedures of the Bahrain Bourse.

#### *Basis of presentation and functional currency*

The consolidated financial statements have been prepared using the going concern assumption and under the historical cost convention except for the financial asset at fair value through profit or loss which are stated at their fair values and investment in associates which is equity accounted.

The consolidated financial statements have been presented in Bahrain Dinars in which the share capital of the Company and its transactions are primarily denominated while the functional currency of SABAYEK is Saudi Riyals. In the opinion of the management, there is no significant currency exchange impact due to the difference between the functional currency and presentation currency as both are pegged to the United States Dollars.

The preparation of financial statements in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5 to these consolidated financial statements.

#### *Improvements/amendments to IFRS Accounting Standards*

Improvements/amendments to IFRS Accounting standards contained numerous amendments to IFRS Accounting standards that the IASB considers non-urgent but necessary. 'Improvements to IFRS Accounting standards' comprise amendments that result in accounting changes to presentation, recognition or measurement purposes, as well as terminology or editorial amendments related to a variety of individual IFRS Accounting standards. The amendments are effective for the Group's future accounting year with earlier adoption.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 3 Basis of preparation (continued)

#### *Standards, amendments and interpretations issued and effective in 2024 but not relevant*

The following new amendments to existing standard and interpretation to published standard is mandatory for accounting period beginning on or after 1 January 2024 or subsequent periods, but is not relevant to the Group's operations:

<u>Standard or interpretation</u>	<u>Title</u>	<u>Effective for annual periods beginning on or after</u>
IAS 1	Presentation of financial statements	1 January 2024
IAS 7	Statement of Cash Flows	1 January 2024
IFRS 7	Financial Instruments: Disclosures	1 January 2024
IFRS 16	Leases	1 January 2024

#### *Standards, amendments and interpretations issued but not yet effective in 2024*

The following new/amended accounting standards and interpretations have been issued, but are not mandatory for financial year ended 31 December 2024. They have not been adopted in preparing these consolidated financial statements for the year ended 31 December 2024 and will or may have an effect on the entity's future consolidated financial statements. In all cases, the Group intends to apply these standards from application date as indicated in the table below:

<u>Standard or interpretation</u>	<u>Title</u>	<u>Effective for annual periods beginning on or after</u>
IAS 21	The Effects of Changes in Foreign Exchange Rates	1 January 2025
IFRS 9	Financial Instruments	1 January 2026
IFRS 7	Financial Instruments: Disclosures	1 January 2026
IFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
IFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027

#### *Early adoption of amendments or standards in 2024*

The Group did not early-adopt any new or amended standards in 2024. There would have been no change in the operational results of the Group for the year ended 31 December 2024 had the Group early adopted any of the above standards applicable to the Group.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 4 Material accounting policy information

A summary of the material accounting policy information adopted in the preparation of the consolidated financial statements are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated.

#### *Basis of consolidation*

Where the Group has control over an investee, it is classified as a subsidiary. The Group controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a changes in any of these elements of control.

De-facto control exists in situations where the Group has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights. In determining whether de-facto control exists the Group considers all relevant facts and circumstances, including:

- The size of the Group's voting rights relative to both the size and dispersion of other parties who hold voting rights;
- Substantive potential voting rights held by the Group and by other parties;
- Other contractual arrangements; and
- Historic patterns in voting attendance.

The consolidated financial statements present the results of the Company and its subsidiaries as if they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the acquisition method. In the consolidated statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated statement of profit or loss and other comprehensive income from the date on which control is obtained. They are deconsolidated from the date on which control ceases.

#### *Subsidiaries*

Subsidiaries are those entities in which, the Group has an interest of more than one-half of the voting rights, or otherwise has power to exercise control over the entity's operations, and are hence consolidated. Subsidiaries are consolidated from the date on which control is transferred to the Group and are no longer consolidated from the date that control ceases. All inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated; unrealised losses are also eliminated unless cost cannot be recovered. Wherever necessary, accounting policies for the subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 4 Material accounting policy information (continued)

#### *Leases*

The Group accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- (a) There is an identified asset;
- (b) The Group obtains substantially all the economic benefits from use of the asset; and
- (c) The Group has the right to direct use of the asset.

The Group considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease. In determining whether the Group obtains substantially all the economic benefits from use of the asset, the Group considers only the economic benefits that arise use of the asset, not those incidental to legal ownership or other potential benefits.

In determining whether the Group has the right to direct use of the asset, the Group considers whether it directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are pre-determined due to the nature of the asset, the Group considers whether it was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Group applies other applicable IFRSs rather than IFRS 16.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the group if it is reasonable certain to assess that option;
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 4 Material accounting policy information (continued)

#### *Leases (continued)*

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Group revises its estimate of the term of any lease, it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

When the Group renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy;
- in all other cases where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is re-measured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount;
- if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial of full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

Based on the exemptions available in IFRS 16, low value and short-term leases are not capitalised in the statement of financial position. All payments made towards such leases are charged to the statement of profit or loss and other comprehensive income on a straight line basis over the period of the lease.

#### *Property, plant and equipment*

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Cost includes all costs directly attributable to bringing the asset to working condition for its intended use.

Except for machinery and equipment of the subsidiary, where the depreciation is calculated on the basis of units of production method, depreciation on other property, plant and equipment items are calculated on the straight-line method to write-off the cost of property, plant and equipment to their estimated residual values over their expected economic useful lives as follows:

Building and leasehold land	- 25 years
Machinery and equipment	- Unit of production method
Furniture and fittings	- Between 4 and 5 years
Motor vehicles	- Between 4 and 5 years
Tools and lab equipment	- 4-5 years

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 4 Material accounting policy information (continued)

#### *Property, plant and equipment (continued)*

Gains and losses on disposal of property, plant and equipment are determined by reference to their carrying amounts and are taken into account in determining net profit.

Repairs and renewals are charged to the consolidated statement of profit or loss and other comprehensive income when the expenditure is incurred.

The carrying values of the property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying values may not be recoverable. If any such indication exists, and where the carrying values exceed the estimated recoverable amounts, the property, plant and equipment are written-down to their recoverable amounts.

#### *Investment in associates*

Where the Group has the power to participate in (but not control) the financial and operating policy decisions of another entity, it is classified as an associate. Associates are initially recognised in the consolidated statement of financial position at cost. Subsequently associates are accounted for using the equity method, where the Group's share of post-acquisition profits and losses and other comprehensive income is recognised in the consolidated statement of profit and loss and other comprehensive income (except for losses in excess of the Group's investment in the associate unless there is an obligation to make good those losses).

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

#### *Inventories*

Inventories are stated at the lower of cost and net realisable value. Cost, which is determined on the first-in first-out basis, comprises expenditure incurred in the normal course of business in bringing inventories to their present location and condition. Net realisable value is the estimate of the selling price in the ordinary course of business, less selling expenses. Where necessary, an allowance is made for obsolete and slow-moving inventories.

#### *Finished goods*

Finished goods are measured at the lower of cost of production or net realisable value. The cost of production of finished goods is determined by dividing the total production cost by the saleable output of the finished goods.

Production costs include cost of raw materials, smelting costs, treatment and refining costs, other cash costs and depreciation of operating assets.

#### *Work-in-process*

Work-in-process is valued at net cost of production based on the percentage of completion method.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 4 Material accounting policy information (continued)

#### *Inventories (continued)*

##### *Stores and materials*

Stores and materials, which consist of consumable spares, are valued at weighted average cost less allowance for obsolete and slow-moving items.

##### *Financial assets*

The Group classifies its financial assets either at fair value through profit or loss or at amortised costs.

##### *Financial assets at fair value through profit or loss*

A financial asset is classified in this category if acquired principally for the purpose of selling in the short-term or if so designated by management. Financial assets at fair value through profit or loss are initially recognised at cost and subsequently re-measured at fair value. Realised and unrealised gains and losses arising from changes in the fair value are included in the consolidated statement of profit or loss and other comprehensive income in the period in which they arise.

All purchases and sales of investments are recognised on the trade date, which is the date that the Group commits to purchase or sell the asset. Cost of purchase includes transaction costs. Investments are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Fair value of investments listed on active markets is determined by reference to the quoted market prices. The fair value of the unquoted securities, where available, is the Group's proportionate share of the net assets of the investee. In the absence of active markets or other appropriate methods from which to derive reliable fair values, the unquoted securities are stated at amortised cost.

##### *Financial assets at amortised cost*

These assets arise principally from the provision of goods and services to customers (eg trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less allowance for impairment. The Group's financial assets measured at amortised cost comprise the trade and other receivables (excluding prepayments), Mudaraba deposits and cash and bank balances in the consolidated statement of financial position.

##### *Trade and other receivables (excluding prepayments)*

Impairment allowances for current trade receivables are recognised based on the simplified approach within IFRS 9 using an allowance matrix in the determination of the lifetime expected credit losses. During this process the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such allowances are recorded in a separate allowance account with the loss being recognised within general and administrative expenses in the consolidated statement of profit or loss and other comprehensive income. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated allowance.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 4 Material accounting policy information (continued)

#### *Financial assets (continued)*

##### *Trade and other receivables (excluding prepayments) (continued)*

Impairment allowances for receivables from related parties and loans to related parties are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the allowance is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

From time to time, the Group elects to renegotiate the terms of trade receivables due from customers with which it has previously had a good trading history. Such renegotiations will lead to changes in the timing of payments rather than changes to the amounts owed and, in consequence, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in the consolidated statement of comprehensive income (operating profit).

##### *Mudaraba deposits*

Mudaraba deposits have original maturity period of more than 90 days but less than 365 days and are stated at amortised cost. Interest on these deposits are recognised using the effective interest method.

##### *Cash and cash equivalents*

For the purpose of consolidated statement of cash flows, cash and cash equivalent comprise cash on hand and balances with banks.

#### *Financial liabilities*

The financial liabilities of the Group consist of bank borrowings and trade and other payables (excluding employee benefits). These financial liabilities are initially recognised at fair value and are subsequently re-measured at amortised cost using the effective interest method.

##### *Borrowings and borrowing costs*

Borrowings are recognised initially at the proceeds received, net of transaction costs incurred. In subsequent periods, these are stated at amortised cost using the effective yield method; any differences between proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of profit or loss and other comprehensive income over the period of the borrowings. Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in the consolidated statement of profit or loss and other comprehensive income in the period in which they are incurred.

##### *Trade and other payables (excluding employee benefits)*

Trade and other payables (excluding employee benefits) are recognised for amounts to be paid in the future for services received, whether billed by the supplier or not.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 4 Material accounting policy information (continued)

#### *Share capital*

Financial instruments issued by the Group are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Group's ordinary shares are classified as equity instruments.

#### *Non-controlling interests*

Non-controlling interests represent the portion of profit or loss and net assets not held by the Group and are presented separately in the consolidated statement of profit or loss and other comprehensive income and within equity in the consolidated statement of financial position, separately from shareholders' equity.

#### *Dividends and Board of Directors remuneration*

Dividends and board remuneration are recognised when they become legally payable. In the case of interim dividends to equity shareholders, this is recognised when declared by the Board of Directors. In the case of final dividends and board remuneration, this is recognised when approved by the shareholders at the Annual General Meeting.

#### *Provisions*

Provisions are recognised when the Group has a present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation in future and the amount of the obligation can be reliably estimated.

#### *Employees' terminal benefits*

##### *Short-term benefits*

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A provision is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

##### *Post-employment benefits*

Employees' terminal benefits and entitlements to annual leave, holiday, air passage and other short-term benefits are recognised as they accrue to the employees. The Company contributes to the pension scheme for Bahraini nationals administered by the Social Insurance Organisation in the Kingdom of Bahrain. This is a defined contribution pension plan and the Company's contributions are charged to the separate statement of profit or loss and other comprehensive income in the year to which they relate. In respect of this plan, the Company has a legal obligation to pay the contributions as they fall due and no obligation exists to pay the future benefits.

The expatriate employees of the Company are paid leaving indemnity in accordance with the provisions of the Bahrain Labour Law. The Company accrues for its liability in this respect on an annual basis until 28 February 2024, thereafter the Company contributes to the leaving indemnity for expatriate employees administered by the Social Insurance Organisation in the Kingdom of Bahrain.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

#### 4 Material accounting policy information (continued)

##### *Revenue recognition*

##### *Performance obligations and timing of revenue recognition*

The majority of the Group's revenue is derived from the sale of ferro silicon, ferro manganese, silicon manganese, silicon metal, and micro silicate with revenue being recognised at a point in time depending on when the control of goods has been transferred to the customer. There is limited judgment needed in identifying the point control passes: once physical delivery of the products to the agreed location has occurred, the Group no longer has physical possession, usually will have a present right to payment (as a single payment on delivery), retains none of the significant risks and rewards of the goods in question and conclusion of the work performed.

The Group's contracts with customers for the sale of goods generally include one performance obligation. The Group has concluded that performance obligation from sale of goods is satisfied at the point in time when control of the asset is transferred to the customer, usually on delivery of the goods when the ownership of title is transferred.

##### *Determining the transaction price*

Most of the Group's revenue is derived from fixed price contracts and therefore the amount of revenue to be earned from each contract is determined by reference to those fixed prices.

##### *Allocating amounts to performance obligations*

For most of the contracts, there is a fixed unit price for each product sold, with reductions given for bulk orders placed at a specific time. Therefore, there is no judgment involved in allocating the contract price to each unit ordered in such contracts (it is the total contract price divided by the number of units ordered). Where customer orders more than one product line, the Group is able to determine the split of the total contract price between each product line by reference to each product's standalone selling prices (all product lines are capable of being, and are, sold separately).

Bank interest income is recognised on accrual basis as time passes while dividend income is recognised when the right to receive the payment is established.

##### *Segmental reporting*

The Group's primary segment reporting format is business segments. A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different to those of other business segments.

The Group's primary business segments are:

- Smelting; and
- Investment activities.

The Group's secondary reporting format is geographic segments which are based on the geographical location of the Group's operations. The Group mainly operates in:

- Kingdom of Bahrain; and
- Kingdom of Saudi Arabia.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 4 Material accounting policy information (continued)

#### *Foreign currency transactions*

Foreign currency transactions are accounted for at the rates of exchange prevailing on the dates of the transactions. Gains and losses resulting from the settlement of such transactions and from the translation, at the year-end rates, of monetary assets and liabilities denominated in foreign currencies, are recognised in the consolidated statement of profit or loss and other comprehensive income. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

### 5 Critical accounting judgments and key source of estimation uncertainty

Preparation of consolidated financial statements in accordance with IFRS requires the Group's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. The determination of estimates requires judgments which are based on historical experience, current and expected economic conditions, and all other available information. Actual results could differ from those estimates.

The most significant areas requiring the use of management's judgments, estimates and assumptions relate to:

- economic useful lives of property, plant and equipment;
- power to exercise significant influence;
- classification of investments;
- impairment of assets;
- contingencies;
- fair value measurement;
- revenue recognition;
- determination of lease term and borrowing rates;
- economic life of right-of-use assets; and
- going concern.

#### *Economic useful lives of property, plant and equipment*

Except for the machinery and equipment of the subsidiary, where the depreciation is calculated on the basis of unit of production method, the Group's smelting assets, classified within property, plant and equipment, are depreciated on a straight-line basis over their economic useful lives. The economic useful lives of property, plant and equipment is reviewed by management periodically. The review is based on the current condition of the assets and the estimated period during which they will continue to bring economic benefit to the Group.

#### *Power to exercise significant influence*

Where the Group holds over 20% of voting rights (but not over 50%) and the Group does not exercise significant influence, the investment is treated as either financial assets at fair value through profit or loss or fair value through other comprehensive income. More information is disclosed in Note 7 to these consolidated financial statements.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 5 Critical accounting judgments and key source of estimation uncertainty (continued)

#### *Classification of investments*

In the process of applying the Group's accounting policies, management decides on acquisition of an investment whether it should be classified as investments designated at fair value through other profit or loss, at fair value through other comprehensive income or amortised cost. The classification of each investment reflects the management's intention in relation to each investment and is subject to different accounting treatments based on such classification.

#### *Impairment of assets*

##### *Financial assets*

The Group assesses on a forward looking basis the expected credit losses associated with its trade receivables and FVTPL. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables. In addition, with respect to its bank balances, the amounts are deposited with reputable banks with low credit risk.

During the year ended 31 December 2024, in the opinion of the management, allowance of BD261,825 required towards impaired trade receivables (2023: BD261,825) (Note 11). Further, in the opinion of the management, amounts due from related parties and bank balances are not considered to be impaired (2023: BDNil).

##### *Inventories*

The Group also creates allowance for obsolete and slow-moving inventories. At 31 December 2024, in the opinion of the Group's management, allowance of BDNil is required for obsolete and slow-moving inventories (2023: BDNil). Estimates of net realisable value of inventories are based on the most reliable evidence available at the time the estimates are made. These estimates take into consideration fluctuations of price or cost directly relating to events occurring subsequent to the date of the consolidated financial position to the extent that such events confirm conditions existing at the end of the period.

##### *Other non-financial assets*

Other non-financial assets (excluding inventories) are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows; its cash generating units ("CGUs").

Impairment changes are included in profit or loss, except to the extent they reverse gains previously recognised in other comprehensive income.

#### *Contingencies*

By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of such contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 5 Critical accounting judgments and key source of estimation uncertainty (continued)

#### *Fair value measurement*

The Group determines the fair value of financial instruments that are not quoted, using valuation techniques. Those techniques are significantly affected by the assumptions used, including discount rates and estimates of future cash flows. In this regards, the derived fair value estimates cannot always be substantiated by comparison with independent markets and, in many cases, may not be capable of being realised immediately.

A number of assets and liabilities included in the consolidated financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurement are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

Level 1: Quoted prices in active markets for identical items (unadjusted)

Level 2: Observable direct or indirect inputs other than Level 1 inputs

Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item and transfers of items between levels are recognised in the period they occur.

The financial assets and liabilities of the Group are initially recorded at fair value and subsequently re-measured at amortised cost while those which require fair value re-measurement are disclosed in Note 31.

#### *Revenue recognition*

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

#### *Determination of lease term and the borrowing rates for leases*

In case where the Group is a lessee, the Group's management exercises judgment in determining if it is reasonably certain to exercise the lease options to extend or terminate the lease at the commencement as well as during the lease term. The carrying value of lease liabilities are revised based on certain variable elements of the future lease payments like rates or index. Determination of incremental borrowing rates used to determine the carrying value of lease liabilities and the discount rates used to determine the carrying value of right-of-use of lease rights involve, to certain extent, management estimates. Any changes to management estimate may have an impact on the term as well as the carrying values of the lease assets and liabilities.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 5 Critical accounting judgments and key source of estimation uncertainty (continued)

#### *Economic life of right-of-use assets*

Right-of-use assets are amortised over their economic useful lives. Useful lives are based on the management's estimates of the period that the assets will generate revenue, which are periodically reviewed for continued appropriateness. Changes to estimates can result in significant variations in the carrying value and amounts charged to the consolidated statement of profit or loss in specific periods.

The Group's right-of-use assets are amortised on a straight-line basis from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Economic useful lives of right-of-use assets are reviewed by management periodically. The review is based on the current condition of the assets and the estimated period during which they will continue to bring economic benefit to the Group.

#### *Going concern*

The management reviews the consolidated financial position on a periodical basis and assesses the requirement of any additional funding to meet the working capital requirements and estimated funds required to meet the liabilities as and when they become due. In addition, the management ensures that they provide adequate financial support to fund the requirements and to ensure the going concern status of the Group.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

	<u>Building and leasehold land</u>	<u>Machinery and equipment</u>	<u>Furniture and fittings</u>	<u>Motor vehicles</u>	<u>Tools and lab equipment</u>	<u>Capital work-in- progress</u>	<u>Total</u>
<b>6 Property, plant and equipment</b>							
<b>Cost</b>							
At 31 December 2022	13,616,179	54,727,895	194,695	1,078,745	2,533,963	-	72,151,477
Additions during the year	<u>6,888</u>	<u>1,019,226</u>	<u>-</u>	<u>164,905</u>	<u>9,749</u>	<u>476,106</u>	<u>1,676,874</u>
At 31 December 2023	13,623,067	55,747,121	194,695	1,243,650	2,543,712	476,106	73,828,351
Additions during the year	<u>9,976</u>	<u>1,202,431</u>	<u>-</u>	<u>-</u>	<u>15,144</u>	<u>-</u>	<u>1,227,551</u>
At 31 December 2024	<u>13,633,043</u>	<u>56,949,552</u>	<u>194,695</u>	<u>1,243,650</u>	<u>2,558,856</u>	<u>476,106</u>	<u>75,055,902</u>
<b>Accumulated depreciation</b>							
At 31 December 2022	10,094,038	29,071,723	165,858	995,252	2,091,962	-	42,418,833
Charge for the year	<u>333,888</u>	<u>2,070,863</u>	<u>2,070</u>	<u>44,811</u>	<u>101,010</u>	<u>-</u>	<u>2,552,642</u>
At 31 December 2023	10,427,926	31,142,586	167,928	1,040,063	2,192,972	-	44,971,475
Charge for the year	<u>14,149</u>	<u>2,275,853</u>	<u>1,941</u>	<u>50,298</u>	<u>121,202</u>	<u>-</u>	<u>2,463,443</u>
At 31 December 2024	<u>10,442,075</u>	<u>33,418,439</u>	<u>169,869</u>	<u>1,090,361</u>	<u>2,314,174</u>	<u>-</u>	<u>47,434,918</u>
<b>Net book value</b>							
At 31 December 2024	<u>3,190,968</u>	<u>23,531,113</u>	<u>24,826</u>	<u>153,289</u>	<u>244,682</u>	<u>476,106</u>	<u>27,620,984</u>
At 31 December 2023	<u>3,195,141</u>	<u>24,604,535</u>	<u>26,767</u>	<u>203,587</u>	<u>350,740</u>	<u>476,106</u>	<u>28,856,876</u>

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 6 Property, plant and equipment (continued)

The depreciation charged for the year has been allocated in the consolidated statement of profit or loss and other comprehensive income, as follows:

	<u>31 December 2024</u>	<u>31 December 2023</u>
Cost of sales (Note 23)	2,411,204	2,193,143
General and administrative expenses (Note 25)	<u>52,239</u>	<u>359,499</u>
	<u>2,463,443</u>	<u>2,552,642</u>

### 7 Investment in associates

	<u>31 December 2024</u>	<u>31 December 2023</u>
Opening balance	2,376,796	2,286,100
Dividends received during the year	(63,464)	(120,740)
Share of profit during the year, net	<u>127,951</u>	<u>211,436</u>
Closing balance	<u>2,441,283</u>	<u>2,376,796</u>

Details of the Group's investment in associates are as follows:

<u>Name of the associate</u>	<u>Country of incorporation</u>	<u>Description of shares held</u>	Proportionate ownership interest held	
			<u>2024</u>	<u>2023</u>
Dhahran Chemical Industries Marketing ("DCIM")	Kingdom of Saudi Arabia	Ordinary shares of SAR100 per share	<u>20%</u>	<u>20%</u>
Rukam Industrial Company ("Rukam")	Kingdom of Saudi Arabia	Ordinary shares of SAR1000 per share	<u>40%</u>	<u>40%</u>

The investment in associates represents the Group's 20% ownership interest in Dhahran Chemical Industries Marketing and 40% ownership interest in Rukam Industrial Company.

The Group's share in the net assets and results of operations of the associate has been extracted from the financial statements of the associates prepared as at, and for the year ended, 31 December 2024 and 2023.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 6 Property, plant and equipment (continued)

The depreciation charged for the year has been allocated in the consolidated statement of profit or loss and other comprehensive income, as follows:

	<u>31 December 2024</u>	<u>31 December 2023</u>
Cost of sales (Note 23)	2,411,204	2,193,143
General and administrative expenses (Note 25)	<u>52,239</u>	<u>359,499</u>
	<u>2,463,443</u>	<u>2,552,642</u>

### 7 Investment in associates

	<u>31 December 2024</u>	<u>31 December 2023</u>
Opening balance	2,376,796	2,286,100
Dividends received during the year	(63,464)	(120,740)
Share of profit during the year, net	<u>127,951</u>	<u>211,436</u>
Closing balance	<u>2,441,283</u>	<u>2,376,796</u>

Details of the Group's investment in associates are as follows:

<u>Name of the associate</u>	<u>Country of incorporation</u>	<u>Description of shares held</u>	Proportionate ownership interest held	
			<u>2024</u>	<u>2023</u>
Dhahran Chemical Industries Marketing ("DCIM")	Kingdom of Saudi Arabia	Ordinary shares of SAR100 per share	<u>20%</u>	<u>20%</u>
Rukam Industrial Company ("Rukam")	Kingdom of Saudi Arabia	Ordinary shares of SAR1000 per share	<u>40%</u>	<u>40%</u>

The investment in associates represents the Group's 20% ownership interest in Dhahran Chemical Industries Marketing and 40% ownership interest in Rukam Industrial Company.

The Group's share in the net assets and results of operations of the associate has been extracted from the financial statements of the associates prepared as at, and for the year ended, 31 December 2024 and 2023.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 7 Investment in associates (continued)

Summarised financial information of the Group's investment in the associate as extracted from the unaudited management accounts prepared as at, and for the year ended, 31 December is as follows:

The movement in the Group's investment in associates is as follows:

	Dhahran Chemical Industries Marketing Company W.L.L.	Rukam Industrial Company - Kingdom of Saudi Arabia	Total
Percentage of shareholding interest	<u>20%</u>	<u>40%</u>	
At 31 December 2022	1,110,303	1,175,797	2,286,100
Share of profit for the year	156,871	54,565	211,436
Dividends received	<u>(120,740)</u>	<u>-</u>	<u>(120,740)</u>
At 31 December 2023	1,146,434	1,230,362	2,376,796
Share of profit for the year	124,634	3,317	127,951
Dividends received	<u>(63,464)</u>	<u>-</u>	<u>(63,464)</u>
At 31 December 2024	<u>1,207,604</u>	<u>1,233,679</u>	<u>2,441,283</u>

The Group's share in the associates' profits or losses have been extracted from the financial statements of the associates prepared as at, and for the year ended 31 December 2024. The summary financial information of associates as at and for the year ended 31 December 2024 is as follows:

	31 December 2024	31 December 2023
Non-current assets	5,201,621	3,023,189
Current assets	<u>4,882,461</u>	<u>6,248,060</u>
	<u>10,084,082</u>	<u>9,271,249</u>
Non-current liabilities	-	1,261
Current liabilities	<u>994,451</u>	<u>308,652</u>
	<u>994,451</u>	<u>309,913</u>
Net assets	<u>9,089,631</u>	<u>8,961,336</u>
Group's share in the net assets	<u>2,441,283</u>	<u>2,376,796</u>
	Year ended 31 December 2024	Year ended 31 December 2023
Revenue	<u>1,715,468</u>	<u>1,954,932</u>
Net profit and total comprehensive income of the associate for the year	<u>631,463</u>	<u>920,768</u>
Group's share in total comprehensive income of the associate	<u>127,951</u>	<u>211,436</u>

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 9 Financial assets at fair value through profit or loss

	<u>31 December 2024</u>	<u>31 December 2023</u>
Opening balance	10,400	256,000
Unrealised fair value loss during the year	<u>-</u>	<u>(245,600)</u>
Closing balance	<u>10,400</u>	<u>10,400</u>

Financial assets at fair value through profit or loss are denominated in Bahrain Dinars. These consist of marketable equity securities listed on the Bahrain Bourse and are fair valued annually at the close of business on 31 December. Fair value is determined by reference to stock exchange quoted prices.

### 10 Inventories

	<u>31 December 2024</u>	<u>31 December 2023</u>
Raw materials	12,488,506	7,339,736
Finished goods and work-in-process	5,794,648	10,084,387
Consumable spares	<u>3,237,491</u>	<u>3,040,790</u>
	<u>21,520,645</u>	<u>20,464,913</u>

### 11 Trade and other receivables

	<u>31 December 2024</u>	<u>31 December 2023</u>
Trade receivables	7,377,935	5,517,271
Less: allowance for impaired of trade receivables	<u>(261,825)</u>	<u>(261,825)</u>
	7,116,110	5,255,446
Advance paid to suppliers	2,599,659	2,145,814
Prepayments and other receivables	<u>1,270,356</u>	<u>1,438,496</u>
	<u>10,986,125</u>	<u>8,839,756</u>

Trade receivables are generally on 60 to 180 days credit terms and are primarily denominated in Saudi Riyals. It is not the policy of the Group to obtain collateral against trade and other receivables and, therefore, is all unsecured. The carrying value of trade and other receivables classified at amortised cost approximates fair value.

The movement in the allowance for impaired trade receivables is as follows:

	<u>31 December 2024</u>	<u>31 December 2023</u>
Opening balance	261,825	401,944
Reversal of excess allowance for impaired trade receivables (Note 24)	<u>-</u>	<u>(140,119)</u>
Closing balance	<u>261,825</u>	<u>261,825</u>

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 11 Trade and other receivables (continued)

The Group applies the IFRS 9 simplified approach to measure expected credit losses using a lifetime expected credit loss allowance for trade receivables. To measure expected credit losses on a collective basis, trade receivables are grouped based on similar credit risk and aging.

The expected loss rates are based on the Group's historical credit losses experienced over a number of years prior to the year end. The historical loss rates are then adjusted for current and forward-looking information on macroeconomic factors affecting the Group's customers. The Group has identified the gross domestic product (GDP) and inflation rate as the key macroeconomic factors in the countries where the Group operates.

On that basis, the expected loss allowance for trade receivables was determined as follows:

<u>31 December 2024</u>	<u>0-90 days</u>	<u>91-180 days</u>	<u>181-360 days</u>	<u>361-720 days</u>	<u>721+ days</u>	<u>Total</u>
Expected loss rate	1.19%	17.65%	40.44%	77.03%	100.00%	
Trade receivables	<u>6,322,284</u>	<u>1,055,651</u>	-	-	-	<u>7,377,935</u>
Loss allowance	<u>75,529</u>	<u>186,296</u>	-	-	-	<u>261,825</u>
	<u>0-90 days</u>	<u>91-180 days</u>	<u>181-360 days</u>	<u>361-720 days</u>	<u>721+ days</u>	<u>Total</u>
<u>31 December 2023</u>						
Expected loss rate	1.88%	10%	15.00%	100.00%	100.00%	
Trade receivables	<u>5,312,588</u>	<u>38,137</u>	<u>10,352</u>	<u>2,789</u>	<u>153,405</u>	<u>5,517,271</u>
Loss allowance	<u>100,266</u>	<u>3,813</u>	<u>1,552</u>	<u>2,789</u>	<u>153,405</u>	<u>261,825</u>

### 12 Mudaraba deposits

Mudaraba deposits represent deposits placed with financial institutions, earned profit rates ranging between 6% to 6.80% per annum during year ended 31 December 2024 (2023: between 2.25% to 5.15% per annum) and have original maturities of more than 90 days but less than 365 days. The profits on these deposits have been recognised over the term of the related contract.

### 13 Cash and bank balances

	<u>31 December 2024</u>	<u>31 December 2023</u>
Current accounts balance with banks	2,518,493	2,138,361
Cash on hand	<u>4,225</u>	<u>4,338</u>
	<u>2,522,718</u>	<u>2,142,699</u>

The current account balances with banks are non-profit bearing.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 13 Cash and bank balances (continued)

The cash and bank balances are denominated in the following currencies:

<u>Currency</u>	<u>31 December 2024</u>	<u>31 December 2023</u>
Saudi Arabian Riyals	1,752,844	1,495,144
United States Dollars	704,914	397,323
Bahrain Dinars	<u>64,960</u>	<u>250,232</u>
	<u>2,522,718</u>	<u>2,142,699</u>

### 14 Share capital

	<u>31 December 2024</u>	<u>31 December 2023</u>
<b>Authorised</b>		
400,000,000 shares of 100 fils each (2023: 400,000,000 shares of 100 fils each)	<u>40,000,000</u>	<u>40,000,000</u>
<b>Issued and fully paid-up</b>		
200,000,000 shares of 100 fils each (2023: 200,000,000 shares of 100 fils each)	<u>20,000,000</u>	<u>20,000,000</u>

The names and nationalities of the major shareholders who have an interest of 5% or more of the issued and fully paid-up share capital are as follows:

<u>Name of the shareholder</u>	<u>Nationality</u>	<u>Number of shares</u>	<u>Percentage of shareholding of interest</u>	
			<u>2024</u>	<u>2023</u>
Mr Rashed Abdulla Al Suwaiket Al Hajri	Kingdom of Saudi Arabia	<u>58,418,336</u>	<u>29.21%</u>	<u>29.21%</u>

The Group has only one class of equity shares and the holders of the shares have equal voting rights.

The distribution schedule of equity shares, setting out the number of shareholders and percentages in the following categories is as follows:

	<u>Number of Shareholders</u>	<u>Number of shares</u>	<u>Percentage of total outstanding shares</u>	
			<u>2024</u>	<u>2023</u>
Less than 1%	1,162	77,513,602	38.76%	38.39%
1% up to less than 5%	21	64,068,062	32.03%	32.40%
20% up to less than 50%	<u>1</u>	<u>58,418,336</u>	<u>29.21%</u>	<u>29.21%</u>
	<u>1,184</u>	<u>200,000,000</u>	<u>100.00%</u>	<u>100.00%</u>

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 14 Share capital (continued)

The details of the shares owned by the Directors as at 31 December:

	31 December 2024	31 December 2023
Mr Rashed Abdulla Al Suwaiket Al Hajri	58,418,336	58,418,336
Mr Abdulla Fahad Al-Subaie	100,000	100,000
Mr Abdulla Mubarak Abdulla Al-Suwaiket	100,000	100,000
Mr Waleed Fahad Abdulrahman Al-Tharman	100,000	100,000
	<u>58,718,336</u>	<u>58,718,336</u>

### 15 Statutory reserve

In accordance with the provisions of the Bahrain Commercial Companies Law, an amount equivalent to 10% of the Group's net profit before appropriations is required to be transferred to a non-distributable reserve account until such time as a minimum of 50% of the issued share capital is set aside. During the year ended 31 December 2024, an amount of BD93,032 has been transferred to the statutory reserve (2023: BD125,667). The reserve is not available for distribution except for dividend payment as permitted by Bahrain Commercial Companies Law.

### 16 Other reserves

#### *Share premium*

This represents the amount subscribed for share capital in excess of nominal value. Share premium is not available for distribution.

#### *Retained earnings*

This represents all other net gains and losses and transactions with shareholders not recognised elsewhere. This reserve is available for distribution.

#### *Revaluation reserve*

Revaluation reserve represents surplus arising from the fair valuation of property, plant and equipment of the subsidiary. This reserve is not available for distribution.

### 17 Non-controlling interest

	31 December 2024	31 December 2023
Opening balance	7,789,301	7,346,835
Share of non-controlling interest in the total comprehensive income of the subsidiary	<u>286,687</u>	<u>442,466</u>
Closing balance	<u>8,075,988</u>	<u>7,789,301</u>

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 17 Non-controlling interest

Summarised financial information in relation to the non-controlling interest of the subsidiary, before intra-group eliminations, is presented below:

	<u>Year ended 31 December 2024</u>	<u>Year ended 31 December 2023</u>
<b>Income statement</b>		
Sales	43,828,462	36,955,193
Cost of sales	<u>(41,096,521)</u>	<u>(36,385,362)</u>
Gross profit	2,731,941	569,831
General and administrative expenses	<u>(1,161,400)</u>	<u>(1,408,382)</u>
Operating profit/(loss)	<u>1,570,541</u>	<u>(838,551)</u>
Other income	503,121	3,492,466
Profit from investments	3,317	54,565
Finance costs	<u>(292,167)</u>	<u>(283,131)</u>
Net profit before tax	1,784,812	2,425,349
Provision for zakat	<u>(606,000)</u>	<u>(606,000)</u>
Net profit after tax	<u>1,178,812</u>	<u>1,819,349</u>
Net profit and total comprehensive income allocated to non-controlling interest	<u>286,687</u>	<u>442,466</u>
<b>Cash flow statement items</b>		
Cash flows from operating activities	3,173,382	(2,660,349)
Cash flows from investing activities	(1,227,552)	(1,676,874)
Cash flows from financing activities	<u>(1,376,218)</u>	<u>(1,286,933)</u>
Net cash inflows/(outflows)	<u>569,612</u>	<u>(5,624,156)</u>
	<u>31 December 2024</u>	<u>31 December 2023</u>
<b>Assets:</b>		
Property, plant and equipment	23,289,821	24,525,712
Right-of-use assets	209,921	195,304
Inventories	21,520,645	20,464,913
Trade and other receivables	10,962,974	8,826,355
Cash and cash equivalents	2,453,176	1,883,564
Investment in associate	1,233,679	2,376,796
<b>Liabilities:</b>		
Trade and other payables	8,450,755	5,907,646
Term loans	16,919,575	17,929,575
Employee's terminal benefits	875,567	840,394
Lease liabilities	217,130	436,118
Accumulated non-controlling interest	<u>8,075,988</u>	<u>7,789,301</u>

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 18 Term loans

	<u>31 December 2024</u>	<u>31 December 2023</u>
<b>Saudi Industrial Development Fund</b>		
In 1996, the subsidiary obtained a long-term loan from SIDF amounting to SAR323 million by pledging the property, plant and equipment of the subsidiary and the guarantee of the subsidiary's shareholders against the loan. The total withdrawal against this loan amounted to SAR319 million.		
The subsidiary negotiated with SIDF for the extension of the repayment schedule of the loan in subsequent years. SIDF accepted the subsidiary's proposal and extended the loan repayment period to 35 years beginning from 17 April 2008, with half yearly intervals, vide their letter dated 7/11/1427 Hijri (Arabic date).	14,554,100	15,564,100
<b>Saudi Electric Company</b>		
Payable to SEC includes payable towards substation amounting to SAR23 million.	<u>2,365,475</u>	<u>2,365,475</u>
	16,919,575	17,929,575
Less: current portion of term loans	<u>(3,375,475)</u>	<u>(1,010,000)</u>
Non-current portion of term loans	<u>13,544,100</u>	<u>16,919,575</u>
That portion of the loans which is repayable within one year from the consolidated statement of financial position date is disclosed as current portion of term loans.		

### 19 Lease liabilities

	<u>31 December 2024</u>	<u>31 December 2023</u>
Opening balance	436,118	521,536
Additions	62,234	-
Lease modifications	(144,937)	-
Lease payments	(109,404)	(91,616)
Interest expenses (Note 26)	<u>21,389</u>	<u>6,198</u>
Closing balance	265,400	436,118
Less: current portion of lease liabilities	<u>(94,401)</u>	<u>(86,522)</u>
Non-current portion of lease liabilities	<u>170,999</u>	<u>349,596</u>
Maturity analysis - contractual undiscounted cash flows:		
	<u>31 December 2024</u>	<u>31 December 2023</u>
Not later than 1 year	109,404	91,616
Between one year and five years	<u>180,635</u>	<u>358,829</u>
Total undiscounted lease	<u>290,039</u>	<u>450,445</u>

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 20 Employees' terminal benefits

#### *Local employees*

The contributions made by the Group towards the pension scheme for Bahraini nationals administered by the Social Insurance Organisation in the Kingdom of Bahrain for the year ended 31 December 2024 amounted to BD13,589 (2023: BD11,040) and BD41,652 (2023: BD35,144) towards the social security contribution for Saudi Nationals employed in the Kingdom of Saudi Arabia.

#### *Expatriate employees*

The movement in leaving indemnity liability applicable to expatriate employees is as follows:

	31 December <u>2024</u>	31 December <u>2023</u>
Opening balance	864,592	758,669
Payments made during the year	(9,595)	(216)
Accruals for the year	<u>52,108</u>	<u>106,139</u>
Closing balance	<u>907,105</u>	<u>864,592</u>
Number of staff employed by the Group	<u>94</u>	<u>91</u>

The employees' terminal benefits accrued in the accounting records of the subsidiary in accordance with the Saudi Labour and Workmen Law amounted to BD875,567 (2023: BD840,394).

During the year ended 31 December 2024, in accordance with the change in the Social Insurance Organisation ("SIO") regulations made through resolution no. 109 of 2023, effective from 1 March 2024, the employer needs to pay the end-of-service contribution in respect of the expatriate employees registered with SIO and SIO shall disburse the contributed amount to employees on completion of the employment term. The amount accrued by the Company until 28 February 2024, shall be maintained and settled by the Company with the respective employee.

The contributions made by the Company towards the end-of-service gratuity for expatriate nationals administered by the Social Insurance Organisation in the Kingdom of Bahrain for the year ended 31 December 2024 amounted to BD133 (2023: BDNil).

### 21 Trade and other payables

	31 December <u>2024</u>	31 December <u>2023</u>
Trade payables	5,890,469	1,840,841
Zakat payables	1,354,406	1,575,606
Accruals and other payables	<u>1,395,272</u>	<u>2,637,452</u>
	<u>8,640,147</u>	<u>6,053,899</u>

Trade payables are normally settled within 30 days from the suppliers' invoice date and are mainly in Saudi Arabian Riyals and Bahrain Dinars. The carrying value of trade and other payables classified as financial liabilities measured at amortised cost approximates fair value.

Accruals and other payables also include the zakat and income tax payable by the subsidiary.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 22 Sales

	<u>Year ended 31 December 2024</u>	<u>Year ended 31 December 2023</u>
<i>Product type:</i>		
Silico manganese	38,066,594	30,553,231
Ferro manganese	5,761,868	6,401,962
Commission income	<u>111,424</u>	<u>-</u>
	<u>43,939,886</u>	<u>36,955,193</u>
<i>Contract counterparties:</i>		
Direct to customers	<u>43,939,886</u>	<u>36,955,193</u>
<i>Timing of revenue recognition:</i>		
At a point in time	<u>43,939,886</u>	<u>36,955,193</u>

#### Geographical information of sales during the years:

	<u>Year ended 31 December 2024</u>	<u>Year ended 31 December 2023</u>
Domestic sales (Kingdom of Saudi Arabia)	31,112,562	32,946,648
Gulf Co-operation Countries (GCC) sales	10,838,291	3,593,105
Kingdom of Bahrain	111,424	-
Foreign sales	<u>1,877,609</u>	<u>415,440</u>
	<u>43,939,886</u>	<u>36,955,193</u>

### 23 Cost of sales

	<u>Year ended 31 December 2024</u>	<u>Year ended 31 December 2023</u>
Raw materials consumed	26,958,429	24,013,194
Electricity charges	5,938,204	6,255,374
Depreciation on property, plant and equipment (Note 6)	2,411,204	2,193,143
Other direct costs	5,972,009	3,873,873
Insurance expenses	<u>41,568</u>	<u>49,778</u>
	<u>41,321,414</u>	<u>36,385,362</u>

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 24 Other income

	<u>Year ended 31 December 2024</u>	<u>Year ended 31 December 2023</u>
Reversal of excess provision towards expenses	503,121	2,991,412
Gain on lease modifications	240,814	-
Interest income on Mudaraba deposits	113,743	125,899
Reversal of excess allowance for impaired trade receivables (Note 11)	-	140,119
Miscellaneous income	-	480,462
	<u>857,678</u>	<u>3,737,892</u>

### 25 General and administrative expenses

	<u>Year ended 31 December 2024</u>	<u>Year ended 31 December 2023</u>
Staff costs	367,655	470,036
Selling and distribution expenses	522,101	252,456
Legal and professional fees	213,158	176,414
Travel expenses	55,539	32,083
Repairs and maintenance expenses	52,385	74,001
Depreciation on property, plant, equipment (Note 6)	52,239	359,499
Short-term lease rental expenses	43,096	82,683
Communication expenses	16,306	11,115
Amortisation of right-of-use assets (Note 8)	15,559	56,775
Vehicle expenses	15,142	24,364
Other general and administrative expenses	131,923	145,869
	<u>1,485,103</u>	<u>1,685,295</u>

### 26 Finance costs

	<u>Year ended 31 December 2024</u>	<u>Year ended 31 December 2023</u>
Interest expense on term loans and bank charges	274,602	276,933
Interest expense on lease liabilities (Note 19)	21,389	6,198
	<u>295,991</u>	<u>283,131</u>

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 27 Provision for Zakat

	<u>Year ended 31 December 2024</u>	<u>Year ended 31 December 2023</u>
Provision for Zakat	<u>606,000</u>	<u>606,000</u>

In accordance with the Saudi Organisation for Certified Public Accountants (SOCPA), Accounting Standard No.11 for Zakat and income tax has set a uniform presentation for Zakat and income tax due on companies with mixed Saudi and foreign partners, as a direct charge to the consolidated statement of profit or loss and other comprehensive income.

### 28 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss attributable to the shareholders of the Company by the weighted average number of ordinary shares in issue during the year.

	<u>Year ended 31 December 2024</u>	<u>Year ended 31 December 2023</u>
Net profit attributable to the shareholders of the Parent	<u>930,320</u>	<u>1,256,667</u>
Weighted average number of ordinary shares in issue during the year	<u>200,000,000</u>	<u>200,000,000</u>
Basic and diluted earnings per share	<u>4.65 fils</u>	<u>6.28 fils</u>

The Company does not have any potentially dilutive ordinary shares, hence, the diluted earnings per share and basic earnings per share are identical.

### 29 Dividends

#### *Declared and paid*

The Board of Directors did not declare any dividend to the shareholders for the year 31 December 2023 (2023: BDNil for the year 31 December 2022).

#### *Proposed by the Board of Directors*

The Board of Directors of the Group has proposed a dividend of BD500,000 (2023: BDNil) representing 2.50% of the total issued and fully paid-up share capital of the Company for the year ended 31 December 2024 at 2.50 fils per share (2023: Nil). The proposed dividend only becomes payable once it has been approved by the shareholders in the Annual General Meeting and accordingly, the proposed dividend has not been accounted for in these consolidated financial statements.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 30 Segmental information

#### *Business segments*

<u>As at, and for the year ended 31 December 2024</u>	<u>Operating activities</u>	<u>Investment activities</u>	<u>Total</u>
Sales	43,939,886	-	43,939,886
Other income	743,935	113,743	857,678
Operating costs	(41,321,414)	-	(41,321,414)
Provision for Zakat	(606,000)	-	(606,000)
<b>Segment profit</b>	<b>2,756,407</b>	<b>113,743</b>	<b>2,870,150</b>
Net share of profit from investment in associates	-	127,951	127,951
Other expenses	(1,453,567)	(327,527)	(1,781,094)
<b>Net profit for the year</b>	<b>1,302,840</b>	<b>(85,833)</b>	<b>1,217,007</b>
<b>Assets and liabilities</b>	<b>Smelting</b>	<b>Investment activities</b>	<b>Total</b>
Additions to non-current asset	1,227,551	-	1,227,551
Segment assets	<u>61,434,075</u>	<u>4,085,667</u>	<u>65,519,742</u>
<b>Total segment assets</b>	<b>62,661,626</b>	<b>4,085,667</b>	<b>66,747,293</b>
<b>Total segment liabilities</b>	<b>25,125,394</b>	<b>1,606,833</b>	<b>26,732,227</b>
<u>As at, and for the year ended 31 December 2023</u>	<u>Smelting</u>	<u>Investment activities</u>	<u>Total</u>
Sales	36,955,193	-	36,955,193
Other income	3,611,993	125,899	3,737,892
Operating costs	(36,385,362)	-	(36,385,362)
Provision for Zakat	(606,000)	-	(606,000)
<b>Segment profit</b>	<b>3,575,824</b>	<b>125,899</b>	<b>3,701,723</b>
Unrealised fair value loss on investment through profit and loss	-	(245,600)	(245,600)
Net share of profit from investment in associates	-	211,436	211,436
Other expenses	(1,691,513)	(276,913)	(1,968,426)
<b>Net profit for the year</b>	<b>1,884,311</b>	<b>(185,178)</b>	<b>1,699,133</b>
<b>Assets and liabilities</b>	<b>Smelting</b>	<b>Investment activities</b>	<b>Total</b>
Additions to non-current asset	1,676,874	-	1,676,874
<b>Total segment assets</b>	<b>60,268,564</b>	<b>3,813,679</b>	<b>64,082,243</b>
<b>Total segment liabilities</b>	<b>23,927,063</b>	<b>1,357,121</b>	<b>25,284,184</b>

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 30 Segmental information (continued)

*Geographical segments - secondary reporting format*

	Segment assets		Segment liabilities	
	As at 31 December 2024	As at 31 December 2023	As at 31 December 2024	As at 31 December 2023
Kingdom of Bahrain	4,085,667	3,813,679	1,606,833	1,357,121
Kingdom of Saudi Arabia	<u>62,661,626</u>	<u>60,268,564</u>	<u>25,125,394</u>	<u>23,927,063</u>
	<u>66,747,293</u>	<u>64,082,243</u>	<u>26,732,227</u>	<u>25,284,184</u>

### 31 Financial assets and liabilities and risk management

Financial assets and liabilities carried on the consolidated financial position include financial assets at fair value through profit or loss, trade and other receivables (excluding prepayments), Mudaraba deposits, cash and bank balances, term loans, lease liabilities and trade and other payables (excluding employee benefits). The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

#### Capital management

The Group's objectives when maintaining capital are:

- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Group manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. No changes were made in the objectives, policies and processes during the years ended 31 December 2024 and 2023.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, lease liabilities, term loans and trade and other payables less cash and bank balances and Mudaraba deposits. Capital includes share capital and reserves attributable to the shareholders of the Group.

	31 December 2024	31 December 2023
Term loans	16,919,575	17,929,575
Trade and other payables	8,640,147	6,053,899
Lease liabilities	265,400	436,118
Less: cash and bank balances	(2,522,718)	(2,142,699)
Less: Mudaraba deposits	<u>(1,388,542)</u>	<u>(1,195,499)</u>
Net debt	<u>21,913,862</u>	<u>21,081,394</u>
Share capital	20,000,000	20,000,000
Statutory reserve	3,619,267	3,526,235
Share premium	116,328	116,328
Other reserves	<u>8,203,483</u>	<u>7,366,195</u>
Equity attributable to shareholders of the Company	<u>31,939,078</u>	<u>31,008,758</u>
Total capital and net debt	<u>53,852,940</u>	<u>52,090,152</u>
Gearing ratio	<u>40.69%</u>	<u>40.47%</u>

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 31 Financial assets and liabilities and risk management (continued)

#### Risk management

The Board of Directors have the overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's risk and compliance function. The Board of Directors receive quarterly reports from the Risk and Compliance Department through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. The overall objective of the Board of Directors is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility.

The Group is exposed, through its operations, to various financial risks which include liquidity risk, operational risk, regulatory risk, investment risk, legal risk, reputational risk, market risk, credit risk and fair value measurement.

**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 an inability to sell a financial asset quickly at close to its fair value.

The Finance Department headed by the Finance Manager, in coordination with the Managing Director, is primarily responsible for the regular monitoring of the liquidity requirements of the Group. The Board is being provided with quarterly liquidity reports for their review and decision making.

The following table sets out the contractual maturities (representing undiscounted contractual cash flows) of non-derivative financial liabilities based on the earliest date on which the Group can be required to make payments.

<i>At 31 December 2024</i>	<u>Total</u>	<u>Up to 3 Months</u>	<u>Between 3 and 12 months</u>	<u>Between 1 and 2 years</u>	<u>More than 2 years</u>
Interest bearing	16,919,575	252,500	3,122,975	1,010,000	12,534,100
Non-interest bearing	<u>8,640,147</u>	<u>8,640,147</u>	-	-	-
	<u>25,559,722</u>	<u>8,892,647</u>	<u>3,122,975</u>	<u>1,010,000</u>	<u>12,534,100</u>
<i>At 31 December 2023</i>	<u>Total</u>	<u>Up to 3 Months</u>	<u>Between 3 and 12 months</u>	<u>Between 1 and 2 years</u>	<u>More than 2 years</u>
Interest bearing	17,929,575	252,500	757,500	1,010,000	15,909,575
Non-interest bearing	<u>6,053,899</u>	<u>6,053,899</u>	-	-	-
	<u>23,983,474</u>	<u>6,811,399</u>	<u>252,500</u>	<u>1,010,000</u>	<u>15,909,575</u>

**Operational risk** is the exposure to loss resulting from inadequate or failed internal processes, people and systems or external events. The Group seeks to minimise this risk by continuously framing policies and procedures to identify, control and manage these risks. As at 31 December 2024 and 2023, in the opinion the management, operational risk exposures are considered to be acceptable in the circumstance.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 31 Financial assets and liabilities and risk management (continued)

#### Risk management (continued)

**Investment risk** is defined as the uncertainty about the future benefits to be realised from an investment. The Group has well-defined policies for managing investment risk. These policies cover investment authority limits and investment assessment practices. The Board of Directors in coordination with the Chief Executive Officer studies the impact of transactions on the Group's consolidated statement of financial position and monitors the investment portfolio on a continuous basis. Every investment application is reviewed by a designated body depending on the size and the nature of the transaction. Fair valuation is generally conducted on a quarterly basis. The Group has a policy to ensure the conservatism convention and to make the necessary provisions when they are warranted.

**Regulatory risk** is the risk of non-compliance with regulatory and legal requirements in the Kingdom of Bahrain and Kingdom of Saudi Arabia. The Group's Compliance Department is responsible for ensuring all regulations are adhered to on timely basis.

**Legal risk** includes the risk of unexpected losses from transactions and/or contracts not being enforceable under applicable laws or from unsound documentation. The Group deals with several external law firms to support it in managing the legal risk.

**Reputation risk** is the risk that negative perception regarding the Group's business practices or internal controls, whether true or not, will cause a decline in the Group's investor base and lead to costly litigations which could have an adverse impact on the liquidity of the Group. The Board of Directors examines the issues that are considered to have reputation repercussions for the Group and issues directives to address these.

**Market risk** is the risk that the value of a financial instrument will fluctuate due to changes in profit rate, currency rate, and equity price risk. The Group closely monitors the market forces and suitably revises the strategy to minimize the market risk.

#### *Profit rate risk*

It is the policy of the Group that significant borrowings are obtained by way of fixed profit rate that is most advantageous in the local market. Although the Group considers that this policy does not entirely eliminate the risk of paying profit rates in excess of market rates nor eliminates fully cash flow risk associated with variability in profit payments, however, is in the opinion that it achieves an appropriate balance of exposure to these risks. The Group's term loans bear fixed profit rate while the other financial liabilities are non-profit bearing. In the opinion of the Group's management, risk exposures to fluctuations in profit rate are minimal.

#### *Equity price risk*

The Group holds equity investments in other companies for strategic purpose. The Board of Directors believe that the exposure to market price risk from this activity is acceptable in the Group's circumstance.

The effect of a 5% increase/decrease in the value of the equity investments as at 31 December 2024, all other variables held constant, would have resulted to an increase/decrease in profit or loss of BD520 (2023: BD520) and net assets will correspondingly increase/decrease by the same amount.

#### *Currency rate risk*

Currency rate risk is the risk that the value of a financial asset or liability will fluctuate due to changes in foreign exchange rates. The Group's foreign currency transactions are primarily in United States Dollars and other GCC currencies which are effectively pegged to the Bahrain Dinar. Accordingly, management assesses the Group's exposure to currency rate risk as insignificant.

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 31 Financial assets and liabilities and risk management (continued)

#### Risk management (continued)

As at 31 December 2024 and 2023, the Group's financial assets and financial liabilities were denominated in the following currencies:

	United States Dollars		Bahrain Dinars		Saudi Arabian Riyals		Total	
	2024	2023	2024	2023	2024	2023	2024	2023
<b>Financial assets</b>								
Trade and other receivables (excluding prepayments)	-	-	-	-	7,116,110	5,255,446	7,116,110	5,255,446
Cash and bank balances	704,914	397,323	64,960	250,232	1,752,844	1,495,144	2,522,718	2,142,699
Investment in an associate	-	-	-	-	2,441,283	2,376,796	2,441,283	2,376,796
Financial assets at fair value through profit or loss	-	-	10,400	10,400	-	-	10,400	10,400
	<u>704,914</u>	<u>397,323</u>	<u>75,360</u>	<u>260,632</u>	<u>11,310,237</u>	<u>9,127,386</u>	<u>12,090,511</u>	<u>9,785,341</u>
<b>Financial liabilities</b>								
Term loans	-	-	-	-	16,919,575	17,929,575	16,919,575	17,929,575
Trade and other payables (excluding employee benefits)	11,128	146,253	146,253	146,253	8,297,460	5,245,971	8,308,588	5,392,224
	<u>11,128</u>	<u>146,253</u>	<u>146,253</u>	<u>146,253</u>	<u>25,217,035</u>	<u>23,175,546</u>	<u>25,228,163</u>	<u>23,321,799</u>

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 31 Financial assets and liabilities and risk management (continued)

#### Risk management (continued)

**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 is mainly exposed to credit risk in respect of its credit sales and cash and cash equivalents. In respect of credit sales, it is the practice of the Group to evaluate each new customer for credit worthiness before entering into contracts. The management also regularly monitors the credit worthiness of its existing customers through review of trade receivables ageing analysis. The Group mainly provides credit only to large size, established and well-known companies. Concentrations of credit risk with respect to trade receivables are limited due to the Group's small number of customers that have a variety of end markets in which they operate. The management believe that no additional credit risk beyond amounts provided for collection losses is inherent in the Group's trade receivables. In respect of its bank balance, cash is placed with national and multi-national banks with good credit ratings.

The Group does not enter into derivatives to manage credit risk, although in certain isolated cases, may take steps to mitigate such risks if it is sufficiently concentrated. The carrying amounts of the financial assets represent the Group's maximum exposure to credit risk.

A significant amount of bank balances is held with the following institutions:

	Rating as at 31 December <u>2024</u>	Balance as at 31 December <u>2024</u>	Rating as at 31 December <u>2023</u>	Balance as at 31 December <u>2023</u>
Alinma Bank	A-	498,314	A-	161,647
National Commercial Bank	A-	297,484	A-	440,734
Ahli United Bank	BB+	19,853	BB+	19,853
Arab Banking Corporation	BB+	37,037	BB+	37,114
Arab National Bank	BB+	221,316	BB+	299,786
Ithmaar Bank	B+	1,392,163	B+	1,347,687
Various	N.A. <sup>2</sup>	1,440,868	N.A. <sup>2</sup>	1,027,039

<sup>1</sup> Fitch's long term issuer default rating

<sup>2</sup> Rating not available

#### Fair value measurement

**Fair value** is the amount 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 following table sets out the fair value hierarchy of financial instruments measured at fair value on recurring basis along with valuation techniques and significant unobservable inputs used in determining the fair value measurement of financial instruments as well as the inter-relationship between unobservable inputs and fair value:

	Fair value at 31 December	Level of hierarchy	Valuation technique used and key inputs	Significant unobservable inputs	Inter-relationship between unobservable inputs and fair value
Financial assets at fair value through profit or loss	BD10,400 (2023: BD10,400)	L1	Quoted prices from stock exchanges	Not applicable	Not applicable

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

### 34 Zakat

The subsidiary of the Company has accrued the amount of Zakat in accordance with the regulations of the General Authority of Zakat and Income Tax (GAZT), Kingdom of Saudi Arabia. The Saudi shareholders of the subsidiary will be liable for the payment of Zakat (SABAYEK).

### 35 DMTT and GloBE Rules Impact

The OECD Global Anti-Base Erosion Pillar Two Model Rules ('GloBE rules') apply to multinational enterprise (MNE) groups with total annual consolidated revenue exceeding EUR 750 million in at least two of the four preceding fiscal years. In line with the requirements of GloBE rules, the Kingdom of Bahrain has issued and enacted Decree Law No. (11) of 2024 ('Bahrain DMTT law') on 1 September 2024 introducing a domestic minimum top-up tax ("DMTT") of up to 15% on the taxable income of the Bahrain resident entities of the group for fiscal years commencing on or after 1 January 2025.

As per the Group's preliminary assessment, it has concluded that it is not in scope for the Bahrain DMTT law or the GloBE rules as:

- it does not have total annual consolidated revenue exceeding EUR 750 million in at least two of the four preceding fiscal years.

Accordingly, it does not expect to be subject to the Bahrain DMTT law and GloBE rules for the next fiscal year.

### 36 Events after the reporting period

There were no significant events subsequent to 31 December 2024 and occurring before the date of the report that are expected to have a significant impact on these consolidated financial statements.

	<u>1 January</u>	<u>Obtained during the year</u>	<u>Finance cost accrued</u>	<u>Principal repaid during the year</u>	<u>Finance costs paid</u>	<u>31 December</u>
<u>2024</u>						
Term loans	<u>17,929,575</u>	<u>-</u>	<u>274,602</u>	<u>(1,010,000)</u>	<u>(274,602)</u>	<u>16,919,575</u>
<u>2023</u>						
Term loans	<u>18,939,575</u>	<u>-</u>	<u>276,933</u>	<u>(1,010,000)</u>	<u>(276,933)</u>	<u>17,929,575</u>

## Consolidated statement of financial position as at 31 December 2024 (Expressed in Bahrain Dinars)

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