



**a Saudi Joint Stock Company**

**Interim Consolidated Financial Statements for the  
Second Quarter 2011**

**Interim Consolidated Financial Statements for the  
Three and Six-Month Periods Ended June 30, 2011  
(Unaudited)**

**Saudi Telecom Company**  
**(a Saudi Joint Stock Company)**  
**Index to the Interim Consolidated Financial Statements for the Three and Six-Month**  
**Periods Ended June 30, 2011(Unaudited)**

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**Report on Review of Interim Consolidated Financial Statements**

To the shareholders  
Saudi Telecom Company  
(a Saudi Joint Stock Company)  
Riyadh, Kingdom of Saudi Arabia

**Scope of Review**

We have reviewed the accompanying interim consolidated balance sheet of Saudi Telecom Company (a Saudi Joint Stock Company) (the "Company") as at June 30, 2011 and the related interim consolidated statements of income for the three and six month periods then ended and the interim consolidated statements of cash flows for the six month period then ended and the related notes which form an integral part of these interim consolidated financial statements. These interim consolidated financial statements are the responsibility of the Company's management and have been prepared and presented to us with all the information and explanations which we requested.

We conducted our limited review in accordance with the interim financial statements review standard issued by the Saudi Organization for Certified Public Accountants. A limited review consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. Such limited review is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards in the Kingdom of Saudi Arabia, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

**Review Result**

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim consolidated financial statements for them to be in conformity with generally accepted accounting standards in the Kingdom of Saudi Arabia.

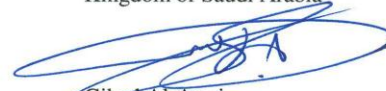
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Sha'aban 17, 1432  
July 18, 2011

**Saudi Telecom Company**  
**(a Saudi Joint Stock Company)**  
**Interim Consolidated Balance Sheet as of June 30, 2011 (Unaudited)**  
**(Saudi Riyals in thousands)**

	<u>Notes</u>	<u>2011</u>	<u>2010</u>
<b><u>ASSETS</u></b>			
<b>Current assets:</b>			
Cash and cash equivalents		7,781,387	6,547,961
Accounts receivable, net		9,362,827	8,865,238
Prepayments and other current assets		<u>4,599,251</u>	<u>4,042,414</u>
<b>Total current assets</b>		<u>21,743,465</u>	<u>19,455,613</u>
<b>Non-current assets:</b>			
Investments in equity and other		2,600,890	2,627,151
Property, plant and equipment, net		55,776,323	51,702,866
Intangible assets, net	3	31,409,945	31,074,914
Other non-current assets		<u>2,505,017</u>	<u>2,382,788</u>
<b>Total non-current assets</b>		<u>92,292,175</u>	<u>87,787,719</u>
<b>Total assets</b>		<b><u>114,035,640</u></b>	<b><u>107,243,332</u></b>
<b><u>LIABILITIES AND EQUITY</u></b>			
<b>Current liabilities:</b>			
Accounts payable		7,548,879	6,032,726
Other credit balances - current		3,311,967	5,315,044
Accrued expenses		6,314,193	4,847,806
Deferred revenues – current portion		1,711,148	2,182,467
Murabahas and loans – current portion	4	<u>6,934,117</u>	<u>8,197,976</u>
<b>Total current liabilities</b>		<u>25,820,304</u>	<u>26,576,019</u>
<b>Non-current liabilities:</b>			
Murabahas and loans – non-current portion	4	25,894,531	22,584,274
Provisions for end of service benefits		3,042,390	3,093,414
Other credit balances- non-current		<u>5,215,013</u>	<u>4,653,555</u>
<b>Total non-current liabilities</b>		<u>34,151,934</u>	<u>30,331,243</u>
<b>Total liabilities</b>		<u>59,972,238</u>	<u>56,907,262</u>
<b>Equity</b>			
<b>Shareholders' equity:</b>			
Authorized, issued and outstanding share capital:			
2,000,000,000 shares, par value SR 10 per share		20,000,000	20,000,000
Statutory reserve		10,000,000	9,773,916
Retained earnings		18,193,246	13,762,552
Other reserves		(1,252,126)	(683,303)
Financial statements' translation differences		<u>(627,321)</u>	<u>(606,816)</u>
<b>Total shareholders' equity</b>		46,313,799	42,246,349
Non-controlling interests		<u>7,749,603</u>	<u>8,089,721</u>
<b>Total equity</b>		<u>54,063,402</u>	<u>50,336,070</u>
<b>Total liabilities and equity</b>		<b><u>114,035,640</u></b>	<b><u>107,243,332</u></b>

The accompanying notes from 1 to 16 form an integral part of these interim consolidated financial statements.

**Saudi Telecom Company**  
**(a Saudi Joint Stock Company)**  
**Interim Consolidated Statement of Income for the Three and Six-Month Periods Ended**  
**June 30, 2011 (Unaudited)**  
**(Saudi Riyals in thousands)**

	<u>Note</u>	<u>Three Months ended</u>		<u>Six Months ended</u>	
		<u>June 30,</u>		<u>June 30,</u>	
		<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Revenue from services		13,879,672	12,591,237	26,955,972	25,110,868
Cost of services	5	<u>(5,927,781)</u>	<u>(5,256,352)</u>	<u>(11,515,654)</u>	<u>(10,616,117)</u>
<b>Gross Profit</b>		<u>7,951,891</u>	<u>7,334,885</u>	<u>15,440,318</u>	<u>14,494,751</u>
<b>Operating Expenses</b>					
Selling and marketing expenses	6	(1,863,017)	(1,784,772)	(3,676,553)	(3,653,602)
Administrative and general expenses	7	(1,003,254)	(1,046,210)	(1,863,750)	(1,877,401)
Depreciation and amortization	8	<u>(2,302,727)</u>	<u>(2,159,067)</u>	<u>(4,448,376)</u>	<u>(4,265,633)</u>
<b>Total Operating Expenses</b>		<u>(5,168,998)</u>	<u>(4,990,049)</u>	<u>(9,988,679)</u>	<u>(9,796,636)</u>
<b>Operating Income</b>		<u>2,782,893</u>	<u>2,344,836</u>	<u>5,451,639</u>	<u>4,698,115</u>
<b>Other Income and Expenses</b>					
Cost of early retirement program		(153,846)	(2,340)	(289,120)	(2,340)
Finance cost		(819,106)	(338,525)	(1,254,250)	(765,312)
Commissions and interest		188,706	68,154	555,112	117,582
Other, net	9	<u>430,281</u>	<u>368,920</u>	<u>(43,956)</u>	<u>538,119</u>
<b>Other income and expenses, net</b>		<u>(353,965)</u>	<u>96,209</u>	<u>(1,032,214)</u>	<u>(111,951)</u>
<b>Net Income before Zakat, Tax and Non-controlling interest</b>		2,428,928	2,441,045	4,419,425	4,586,164
Provision for Zakat		(30,420)	(21,839)	(60,820)	(64,709)
Provision for Tax		<u>(121,006)</u>	<u>(211,578)</u>	<u>(325,171)</u>	<u>(412,789)</u>
<b>Net Income before Non-controlling interest</b>		2,277,502	2,207,628	4,033,434	4,108,666
Non-controlling interest		<u>(21,136)</u>	<u>(145,637)</u>	<u>(203,944)</u>	<u>(274,650)</u>
<b>Net Income</b>		<u>2,256,366</u>	<u>2,061,991</u>	<u>3,829,490</u>	<u>3,834,016</u>
<b>Basic earnings per share on Operating Income (in Saudi Riyals)</b>		<u>1.39</u>	<u>1.17</u>	<u>2.73</u>	<u>2.35</u>
<b>Basic (Loss) per share on Other Operations (Other income and expenses) (in Saudi Riyals)</b>		<u>(0.18)</u>	<u>0.05</u>	<u>(0.52)</u>	<u>(0.06)</u>
<b>Basic earnings per share on Net Income (in Saudi Riyals)</b>		<u>1.13</u>	<u>1.03</u>	<u>1.92</u>	<u>1.92</u>

The accompanying notes from 1 to 16 form an integral part of these interim consolidated financial statements.

**Saudi Telecom Company**  
**(a Saudi Joint Stock Company)**  
**Interim Consolidated Statement of Cash Flows for the Six-Month Period Ended June 30,**  
**2011 (Unaudited)**  
**(Saudi Riyals in thousands)**

	<u>2011</u>	<u>2010</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	3,829,490	3,834,016
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	4,448,376	4,265,633
Doubtful debts expense	658,162	784,644
Earnings from investments accounted for under the equity method	(92,293)	(43,941)
(Gains) / losses on sale/disposal of property, plant and equipment	(170,323)	31,658
Changes in:		
Accounts receivable	(1,313,631)	(952,165)
Prepayments and other current assets	(653,074)	(639,697)
Other non-current assets	66,649	58,600
Accounts payable	512,465	1,031,772
Other credit balances	(1,009,378)	699,425
Accrued expenses	256,191	(1,249,549)
Deferred revenues	103,376	59,115
End of service benefits, net	<u>47,019</u>	<u>249,545</u>
<b>Net cash provided by operating activities</b>	<u>6,683,029</u>	<u>8,129,056</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Capital expenditures	(4,531,831)	(2,838,186)
Intangible assets, net	(175,320)	(2,308,958)
Investments in equity and other	(31,897)	(50,284)
Proceeds from sale of property, plant and equipment	<u>259,554</u>	<u>91,543</u>
<b>Net cash used in investing activities</b>	<u>(4,479,494)</u>	<u>(5,105,885)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Dividends paid	(2,394,601)	(3,088,957)
Murabahas and loans, net	2,640,592	(507,832)
Non-controlling interest	<u>(718,816)</u>	<u>(588,499)</u>
<b>Net cash used in financing activities</b>	<u>(472,825)</u>	<u>(4,185,288)</u>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	1,730,710	(1,162,117)
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD</b>	<u>6,050,677</u>	<u>7,710,078</u>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>	<u><b>7,781,387</b></u>	<u><b>6,547,961</b></u>
<b>Non-cash items:</b>		
Financial statements' translation adjustments	(605,250)	209,449
Other reserves	17,289	(683,303)

The accompanying notes from 1 to 16 form an integral part of these interim consolidated financial statements.

**Saudi Telecom Company**  
**(a Saudi Joint Stock Company)**  
**Notes to the Interim Consolidated Financial Statements for the Three and Six-Month**  
**Periods Ended June 30, 2011 (Unaudited)**

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**1 GENERAL**

Saudi Telecom Company (the “Company”) was established as a Saudi Joint Stock Company pursuant to Royal Decree No. M/35, dated 24 Dhul Hijja 1418 H (April 21, 1998) which authorized the transfer of the telegraph and telephone division of the Ministry of Post, Telegraph and Telephone (“MoPTT”) (hereinafter referred to as “Telecom Division”) with its various components and technical and administrative facilities to the Company, and in accordance with the Council of Ministers’ Resolution No. 213 dated 23 Dhul Hijja 1418 H (April 20, 1998) which approved the Company’s Articles of Association (the “Articles”). The Company was wholly owned by the Government of the Kingdom of Saudi Arabia (the “Government”). Pursuant to the Council of Ministers’ Resolution No. 171 dated 2 Rajab 1423 H (September 9, 2002), the Government sold 30% of its shares.

The Company commenced its operations as the provider of telecommunications services throughout the Kingdom of Saudi Arabia (the “Kingdom”) on 6 Muharram 1419 H (May 2, 1998), and received its Commercial Registration No. 1010150269 as a Saudi Joint Stock Company on 4 Rabi Awal 1419 H (June 29, 1998). The Company’s head office is located in Riyadh.

The Company has various investments in subsidiaries, associates and joint ventures collectively known for the financial statements purposes as the “Group”. The details of these investments are as follows:

<b><u>Company’s Name</u></b>	<b><u>Ownership</u></b>	<b><u>Accounting Treatment</u></b>
Arabian Internet and Communications Services Co. (Awal) - Kingdom of Saudi Arabia	100%	Full Consolidation
Telecom Commercial Investment Company –Kingdom of Saudi Arabia	100%	Full Consolidation
STC Bahrain (BSCC) – Bahrain	100%	Full Consolidation
Gulf Digital Media Holding (BSCC) – Bahrain	51%	Full Consolidation
Kuwait Telecom Company Ltd. - Kuwait	26%	Full Consolidation
PT Axis Telekom Indonesia -Indonesia (Refer to Note 3)	80.10%	Full Consolidation
Oger Telecom Ltd. - U.A.E.	35%	Proportionate Consolidation
Binariang GSM Sdn Bhd (“Binariang”) - Malaysia	25%	Proportionate Consolidation
Arab Submarine Cables Company Ltd. - Kingdom of Saudi Arabia	50%	Equity Method
Arab Satellite Communications Organization (“Arabsat”) - Kingdom of Saudi Arabia	36.66%	Equity Method
Call Center Company–Kingdom of Saudi Arabia	50%	Equity Method

The main activities of the Group comprise the provision of a variety of telecommunications services which include mobile (second and third generations), fixed local national and international telephone services and data services such as data transmission, leased lines and internet services.

**2 SIGNIFICANT ACCOUNTING POLICIES**

The accompanying interim consolidated financial statements are prepared in accordance with accounting standards generally accepted in the Kingdom of Saudi Arabia. The financial statements of the Group include the financial statements of the Company, its subsidiaries, associates and joint ventures for the period ended June 30, 2011.

The significant accounting policies used for the preparation of the interim consolidated financial statements mentioned below are in conformity with the accounting policies detailed in the audited consolidated financial statements for the year ended December 31, 2010.

**Saudi Telecom Company**  
**(a Saudi Joint Stock Company)**  
**Notes to the Interim Consolidated Financial Statements for the Three and Six-Month**  
**Periods Ended June 30, 2011 (Unaudited)**

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Intra-Group balances and transactions and any unrealized gains arising from intra-group transactions, if material, are eliminated upon preparing the interim consolidated financial statements.

The preparation of the financial statements in conformity with accounting standards generally accepted in the Kingdom of Saudi Arabia requires the use of accounting estimates and assumptions which affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenue and expenses during the reporting period.

**The significant accounting policies are summarized below:**

**2-1 Period of the financial statements**

The Group's financial year begins on January 1 and ends on December 31 of each Gregorian year.

**2-2 Interim results**

The results of operations for the interim period may not represent a proper indication of the annual results of operations.

The interim consolidated financial statements are prepared on the basis of integrated periods, which views each interim period as an integral part of the financial year. Accordingly, revenues, gains, expenses and losses of the period are recognized during the period.

**2-3 Revenue recognition**

Revenue is recognized, net of discounts, when services are rendered based on the access to, or usage of, the exchange network and facilities. Usage revenues are based upon fractions of traffic minutes processed, applying approved rates.

- Charges billed in advance are deferred and recognized over the period in which the services are rendered.
- Unbilled revenue is recognized in the period to which it relates.
- Revenue is recognized upon collection when collectability is highly uncertain.

**2-4 Cash and cash equivalents**

Cash and cash equivalents consist of cash on hand, bank balances and all highly liquid investments with maturity of 90 days or less from the acquisition date.

**2-5 Accounts receivable**

Accounts receivable are shown at their net realizable value, which represent billings and unbilled usage revenues net of allowances for doubtful debts.

**2-6 Offsetting of accounts**

The Group has agreements with outside network operators and others which include periodical offsetting with those parties whereby receivables from and payables to the same operator are subject to offsetting

**2-7 Allowance for doubtful debts**

The Group reviews its accounts receivable for the purpose of creating the required allowances against doubtful debts. When creating the allowance, consideration is given to the type of service rendered (mobile, landline, telex, international settlements...etc), customer category, age of the receivable, the Group's previous experience in debt collection and the general economic situation.



# Saudi Telecom Company

(a Saudi Joint Stock Company)

## Notes to the Interim Consolidated Financial Statements for the Three and Six-Month Periods Ended June 30, 2011 (Unaudited)

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### **2-8 Inventories**

Inventories, which principally comprise cables, spare parts and consumables, are stated at weighted average cost, net of allowances. Inventory items that are considered an integral part of the network assets, such as emergency spares which cannot be removed from the exchange, are recorded within property, plant and equipment. Inventory items held by contractors responsible for upgrading and expanding the network are recorded within 'capital work-in-progress'.

The Group creates an allowance for obsolete and slow-moving inventories, based on a study of the usage of the major inventory categories. When such an exercise is impractical, the allowance is based on groups or categories of inventory items, taking into consideration the items which may require significant reductions in their value.

### **2-9 Property, plant and equipment and depreciation**

1. Prior to May 2, 1998, the Telecom Division did not maintain sufficiently detailed historical information to record property, plant and equipment based on historical cost. Consequently all property, plant and equipment transferred by the Telecom Division on May 2, 1998 has been recorded based on a valuation performed by the Company with the assistance of independent international and local valuation experts. The principal bases used for valuation are as follows:

- Land	Appraised value
- Buildings, plant and equipment	Depreciated replacement cost

2. Other than what is mentioned in (1) above, property, plant and equipment acquired by the Group are recorded at historical cost.
3. Cost of the network comprises all expenditures up to the customer connection point, including contractors' charges, direct materials and labor costs up to the date the relevant assets are placed in service.
4. Property, plant and equipment, excluding land, are depreciated on a straight line basis over the following estimated useful lives:

	<u>Years</u>
Buildings	20 – 50
Telecommunications plant and equipment	3 – 25
Other assets	2 – 8

5. Repairs and maintenance costs are expensed as incurred, except to the extent that they increase productivity or extend the useful life of an asset, in which case they are capitalized.
6. Gains and losses resulting from the disposal/ sale of property, plant and equipment are determined by comparing the proceeds with the book values of disposed-of / sold assets, and the gains or losses are included in the consolidated statement of income.
7. Leases of property, plant and equipment where the Group assumes substantially all benefits and risks of ownership are classified as finance leases. Finance leases are capitalized at the inception of the lease at the lower of the fair value or the present value of the minimum lease payments. Each lease payment is to be allocated between the finance charge which is expensed in the current period and the reduction in the liability under the finance lease.
8. Assets leased under finance leases are depreciated over their estimated useful lives.

**Saudi Telecom Company**  
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**Notes to the Interim Consolidated Financial Statements for the Three and Six-Month Periods Ended June 30, 2011 (Unaudited)**

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9. Assets under concession agreements are depreciated over their estimated useful lives or the contract duration whichever is the shorter.

**2-10 Software costs**

- 1) Costs of operating systems and application software purchased from vendors are capitalized if they meet the capitalization criteria, which include productivity enhancement or a noticeable increase in the useful life of the asset. These costs are amortized over the estimated period for which the benefits will be received.
- 2) Internally developed operating systems software costs are capitalized if they meet the capitalization criteria, which include the dedication of a defined internal work group to develop the software and the ability to readily identify related costs. These costs are amortized over the estimated period for which the benefits will be received.
- 3) Internally developed application software costs are recognized as an expense when incurred. Where the costs of operating systems software cannot be identified separately from the associated hardware costs, the operating systems software costs are recorded as part of the hardware.
- 4) Subsequent additions, modifications or upgrades of software programs, whether operating or application packages, are expensed as incurred.
- 5) Software training and data-conversion costs are expensed as incurred.

**2-11 Intangible assets**

**Goodwill**

- Goodwill arises upon the acquisition of stakes in subsidiaries and joint ventures. It represents the excess of the cost of the acquisition over the Group's share in the fair value of the net assets of the subsidiary or the joint venture at the date of purchase. When this difference is negative non-current assets fair values are reduced except for non-current investments in securities by such difference. The adjustment to the non-current assets is done proportionately according to their net book values
- Goodwill is recorded at cost and is reduced by impairment losses (if any).

**Spectrum rights and Second/Third Generation licenses**

These intangible assets are recorded upon acquisition at cost and are amortized starting from the date of service on a straight line basis over their useful lives or statutory durations, whichever is shorter.

**2-12 Impairment of non-current assets**

The Group reviews periodically non-current assets to determine whether there are indications that they may be impaired. When such indications are present the recoverable amount of the asset is estimated. If the recoverable amount of the asset cannot be determined individually, then the cash generating unit to which the asset relates is used instead. The excess of the carrying amount of the asset over its recoverable amount is treated as impairment in its value to be recognized in the statement of income of the period in which it occurs. When it becomes evident that the circumstances which resulted in the impairment no longer exist, the impairment amount (except for goodwill) is reversed and recorded as income in the interim consolidated statement of income of the period in which such reversal is determined. Reversal of an impairment loss does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in previous financial periods.

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**Notes to the Interim Consolidated Financial Statements for the Three and Six-Month**  
**Periods Ended June 30, 2011 (Unaudited)**

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**2-13 Investments**

**Subsidiaries**

Entities controlled by the Group are classified as subsidiaries. Control is defined as the power to use, or direct the use, of another entity's assets in order to gain economic benefits. The financial statements of subsidiaries are included in the consolidated financial statements of the Group from the date control commences until the date it ceases.

**Investments in joint ventures**

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity which is subject to joint control that is when the strategic financial and operating policy decisions relating to the activities of the joint venture require the unanimous consent of all the parties sharing control.

Contractual arrangements that involve a separate entity in which each venture has an interest are referred to as jointly controlled entities.

In the consolidated financial statements, the Group reports its interests in jointly controlled entities using proportionate consolidation, whereby the Group's share of the assets, liabilities, income and expenses of jointly controlled entities is combined on a line-by-line basis with the equivalent items in the Company's financial statements.

Goodwill arising on the acquisition of the Group's interest in a jointly controlled entity is accounted for in accordance with the Group's accounting policy for goodwill.

**Investments accounted for under the equity method (Associates)**

Associates are those corporations or other entities on which the Group exercises significant influence, but which it does not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Significant influence is the power to participate in the financial and operating policy decisions of the associate but not the power to exercise control over those policies.

The Company accounts for investments in entities in which it has a significant influence under the equity method. Under the equity method, the Company records the investment on acquisition at cost, which is adjusted subsequently by the Company's share in the net income (loss) of the investee, the investee's distributed dividends and any changes in the investee's equity, to reflect the Company's share in the investee's net assets. These investments are reflected in the consolidated balance sheet as non-current assets, and the Company's share in the net income (loss) of the investee is presented in the interim consolidated statement of income.

**Other investments**

Available for sale marketable securities that do not lead to control or significant influence are carried at fair value, which is based on market value when available. However, if fair value cannot be determined, due to non-availability of an active exchange market or other indexes through which market value can reasonably be determined, cost will be considered as the alternative fair value. Unrealized gains and losses are shown as a separate component within equity in the consolidated balance sheet. Losses resulting from permanent declines in fair values below costs are recorded in the interim consolidated statement of income in the period in which the declines occur.

Gains and losses resulting from sales of available for sale securities are recorded in the period of sale, and previously recorded unrealized gains and losses are reversed in the interim consolidated statement of income.

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**Notes to the Interim Consolidated Financial Statements for the Three and Six-Month**  
**Periods Ended June 30, 2011 (Unaudited)**

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Investments held to maturity are recorded at cost and adjusted for amortization of premiums and accretion of discounts, if any. Losses resulting from permanent declines in fair values below costs are recorded in the interim consolidated statement of income in the period in which the decline occurs.

**2-14 Zakat**

The Group calculates and reports the zakat provision based on the zakat base in its consolidated financial statements in accordance with Zakat rules and principles in the Kingdom of Saudi Arabia. Adjustments arising from final zakat assessments are recorded in the period in which such assessments are approved by the Department of Zakat and Income Tax.

**2-15 Taxes**

Taxes relating to entities invested in outside the Kingdom of Saudi Arabia are calculated in accordance with tax laws applicable in those countries.

**Deferred taxes**

Deferred taxes of foreign entities are recognised only to the extent that it is probable that future taxable profits will be available against which the temporary differences of the foreign entities can be utilized. This involves judgement regarding the future financial performance of the particular entity in which the deferred tax has been recognised.

**2-16 End of service benefits**

The provision for employees' end of service benefits represents amounts due and payable to the employees upon the termination of their contracts, in accordance with the terms and conditions of the laws applicable in the Kingdom of Saudi Arabia and the countries invested in.

**2-17 Foreign currency transactions**

**Functional and presentation currency**

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). These interim consolidated financial statements are presented in Saudi Riyals.

**Transactions and balances**

Balances of monetary assets and liabilities denominated in foreign currencies of specific amounts are translated using rates of exchange prevailing at the interim consolidated balance sheet date.

Gains and losses arising on the settlement of foreign currency transactions, and unrealized gains and losses resulting from the translation to Saudi Riyals of foreign currency denominated monetary balances are recorded in the interim consolidated statement of income.

**Entities of the Group (translation of financial statements)**

The results and financial position of all Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Items of shareholders' equity (except retained earnings) are translated at the rate prevailing on the acquisition date.
- Retained earnings are translated as follows: retained earnings translated at the end of last year plus interim net income for the period as per the translated interim income statement less declared dividends translated at the rate prevailing on the date of declaration.

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## **Notes to the Interim Consolidated Financial Statements for the Three and Six-Month Periods Ended June 30, 2011 (Unaudited)**

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- Income statement items are translated using the weighted average rate for the period. Material gains and losses are translated at the rate prevailing on the date of their occurrence.
- All resulting exchange differences, if material, are recognised as a separate component of shareholders' equity.

When those entities are partially sold or disposed of, exchange differences that were recorded in shareholders' equity are recognized in the interim consolidated statement of income as part of the gains or losses on sale.

### **2-18 Contingent liabilities**

A contingent liability is a possible obligation which may arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group, or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. If the amount of the obligation cannot be measured with sufficient reliability, then the Group does not recognize the contingent liability but discloses it in the interim consolidated financial statements.

### **2-19 Cost of services**

Cost of services represents all costs incurred by the Group on rendering of services which are directly related to revenues generated from the use of the network, and are recognized in the periods of relevant calls, including:-

- Government charges are the costs incurred by the Group for the right to provide the telecommunications services in the Kingdom and the investees, including the use of the frequency spectrum.
- Access charges represent the costs to connect to foreign and domestic carriers' networks related to telecommunications services for the Group's clients.

### **2-20 Selling and marketing expenses**

Selling and marketing expenses represent all costs incurred by the Group, which are directly related to the marketing, distribution and sale of services. They are expensed as incurred when it is not possible to determine the relevant benefiting periods. Otherwise, they are charged to the relevant periods.

### **2-21 General and administrative expenses**

General and administrative expenses represent all the operating expenses incurred by the Group that cannot be directly linked to the costs of services or selling and marketing expenses. They are expensed as incurred when it is not possible to determine the relevant benefiting periods. Otherwise, they are charged to the relevant periods.

### **2-22 Earnings per share**

Earnings per share are calculated by dividing operating income and other operations (other income and expenses) before eliminating non-controlling interests, and net income for the financial period, by the weighted average number of shares outstanding during the period.

### **2-23 Financial derivatives**

The Group uses derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risk, including forward currency contracts and interest rate swaps. Derivatives are initially measured at fair value at the date the derivative contract is entered into and are subsequently re-measured at fair value at the date of each reporting period. The resulting gain or loss is recognized in the consolidated statement of income immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the interim consolidated statement of income depends on the nature of the hedge relationship.

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The Group designates certain derivatives as either hedges of the fair value of recognized assets and liability or an unrecognized commitment except for foreign currency risk (fair value hedge), hedges of variability in cash flows that are either attributable to a particular risk associated with a designated asset or liability or the foreign currency risk in an unrecognized firm commitment (cash flow hedge).

Changes in fair value of derivatives that are designated and qualify as fair value hedges are recognized in the consolidated statement of income, together with any changes in the fair value of the hedged assets or liabilities. In the case of cash flow hedges, the effective portion of changes in fair value of the derivatives that are designated and qualify as cash flow hedges is recognized in equity. The gain or loss relating to the ineffective portion is recognized immediately in the interim consolidated statement of income.

Hedge accounting is discontinued when the Group either revokes the hedge relationship, the hedging instrument is sold, terminated, or exercised, or it no longer meets the requirements of hedge accounting. Any gain/loss accumulated in the equity at the time remains in equity and is recognized when the forecast transaction is ultimately recognized in the consolidated statement of income. When the forecast transaction is no longer expected to occur the gain or loss is recognized immediately in the interim consolidated statement of income.

**2-24 Related parties**

During the ordinary course of business, the Group deals with related parties, all transactions of relative importance with related parties are disclosed regardless of the presence or absence of balances for these transactions by the end of the financial year. Transactions of the same nature are grouped into a single disclosure, with the exception of separate disclosures for transactions, which are necessary to understand the impact of the related party transactions on the financial data of the Group.

**3 INTANGIBLE ASSETS, NET**

Intangible assets include goodwill arising on the acquisition of the Group's shares in Binariang, PT Axis Telekom and Oger Telecom Ltd, in addition to the Company's share in the goodwill recorded in the financial statements of Binariang and Oger Telecom Ltd.

The companies invested in, which resulted in intangible assets, are:

**Binariang GSM Sdn Bhd "Binariang" – Malaysia**

Binariang is a Malaysian investment holding company that had owned 100% of Maxis, an un-listed Malaysian holding group operating in the telecommunications sector in Malaysia. In November 2009, 30% of Maxis' shares were offered for public subscription and the company was subsequently listed on the Malaysian stock market. The percentage ownership of Binariang in Maxis has accordingly reduced to 70%.

Binariang has other investments in telecommunications companies in India (Aircel company) and Indonesia (PT Axis Telekom).

In September 2007, the Company acquired 25% of its MYR 20 billion share capital, equivalent to approximately SR 22 billion.

**PT Axis Telekom Indonesia – Indonesia – (Formerly known as NTS (AXIS))**

PT Axis Telekom obtained the license to operate a third generation mobile network in Indonesia and it started the commercial provisioning of this service in the first quarter of 2008. The Company acquired 51% of its IDR 3.2 trillion share capital in September 2007, equivalent to approximately SR 1.3 billion.

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On April 6, 2011, the Company increased its share in PT Axis Telekom by 29.10% to 80.10% (refer to Note 14)

**Oger Telecom Ltd. - U.A.E.**

Oger Telecom Ltd. is a company registered in Dubai, the United Arab Emirates, having investments in companies operating in the telecommunications sector in Turkey and South Africa. The Company acquired 35% of its USD 3.5 billion share capital, equivalent to approximately SR 13.2 billion in April 2008.

**Kuwait Telecom Company (VIVA) (KSCC) – Kuwait**

In December 2007, the Company acquired 26% of the KD 50 million share capital of Kuwait Telecom Company, equivalent to approximately SR 650 million. This company operates in the field of mobile services, and commenced commercial operations in December 4, 2008.

**STC Bahrain (VIVA) (BSCC) – Bahrain**

STC Bahrain (BSC Closed) was established in the Kingdom of Bahrain in February 2009, and the Company owns 100% of its BHD 75 million share capital, equivalent to SR 750 million. This company operates in the field of mobile services, international telecommunications, broadband and other related services in the Bahraini market, and commenced commercial operations in March 3, 2010.

Net intangible assets consist of the following as of June 30, 2011:

(Thousands of Saudi Riyals)	<u>2011</u>	<u>2010</u>
Licenses	15,622,846	15,455,943
Goodwill arising on the consolidation of financial statements	5,497,901	5,287,280
Trade marks and contractual relations	3,479,958	3,866,104
Spectrum usage rights	2,584,643	2,402,983
Goodwill arising on the acquisition of 25% in Binariang	1,753,114	1,753,114
Goodwill arising on the acquisition of 35% in Oger Telecom Ltd.	826,395	826,395
Goodwill arising on the acquisition of 80.10% in PT Axis Telekom	661,208	713,191
Other	<u>983,880</u>	<u>769,904</u>
	<u>31,409,945</u>	<u>31,074,914</u>

**4 MURABAHAS AND LOANS**

Murabahas and loans consist of:

(Thousands of Saudi Riyals)	<u>2011</u>	<u>2010</u>
Current portion	6,934,117	8,197,976
Non-current portion	<u>25,894,531</u>	<u>22,584,274</u>
	<u>32,828,648</u>	<u>30,782,250</u>

As of June 30, 2011, the Group's share in the investees' murabahas and loans amounted to SR 23,479 million (June 30, 2010: SR 18,878 million)

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**5 COST OF SERVICES**

Cost of services consists of the following:

(Thousands of Saudi Riyals)	<u>Three Months ended</u>		<u>Six Months ended</u>	
	<u>June 30,</u>		<u>June 30,</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Access charges	2,132,254	2,183,275	4,080,024	4,086,831
Government charges (*)	1,560,153	1,355,251	3,141,916	2,783,004
Repairs and maintenance	654,366	315,586	1,267,308	1,161,073
Employee's costs	739,406	804,579	1,460,652	1,560,988
Rent of equipment, property and vehicles	337,924	191,553	610,863	337,519
Utilities	95,032	113,573	247,264	187,083
Other	<u>408,646</u>	<u>292,535</u>	<u>707,627</u>	<u>499,619</u>
	<u>5,927,781</u>	<u>5,256,352</u>	<u>11,515,654</u>	<u>10,616,117</u>

“Other” comprises different items, the main ones being: Printing of telephone cards, consultancy fees, security and safety expenses and postage and courier expenses.

(\*)The details of government charges are as follows:

(Thousands of Saudi Riyals)	<u>Three Months ended</u>		<u>Six Months ended</u>	
	<u>June 30,</u>		<u>June 30,</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
The Company	1,116,785	1,134,838	2,197,994	2,216,815
Other Group companies	<u>443,368</u>	<u>220,413</u>	<u>943,922</u>	<u>566,189</u>
	<u>1,560,153</u>	<u>1,355,251</u>	<u>3,141,916</u>	<u>2,783,004</u>

**6 SELLING AND MARKETING EXPENSES**

Selling and marketing expenses consist of the following:

(Thousands of Saudi Riyals)	<u>Three Months ended</u>		<u>Six Months ended</u>	
	<u>June 30,</u>		<u>June 30,</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Advertising and publicity	663,959	673,887	1,293,956	1,280,536
Employee's costs	500,878	522,957	991,841	1,005,713
Doubtful debts expense	332,849	317,379	658,162	784,644
Printing of telephone cards and stationery	83,442	65,523	204,821	170,955
Repairs and maintenance	30,930	29,510	54,296	57,350
Others	<u>250,959</u>	<u>175,516</u>	<u>473,477</u>	<u>354,404</u>
	<u>1,863,017</u>	<u>1,784,772</u>	<u>3,676,553</u>	<u>3,653,602</u>

“Others” comprises different items, the main ones being: rent of equipment, property and motor vehicles, postage and courier and security and safety expenses.



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**7 GENERAL AND ADMINISTRATIVE EXPENSES**

General and administrative expenses consist of the following:

(Thousands of Saudi Riyals)	<u>Three Months ended</u>		<u>Six Months ended</u>	
	<u>June 30,</u>		<u>June 30,</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Employee's costs	500,583	530,167	952,239	966,084
Repairs and maintenance	83,644	122,796	177,054	207,805
Rent of equipment, property and vehicles	65,004	56,003	125,968	120,869
Consultancy & legal and professional fees	76,602	67,770	139,387	166,908
Utilities	54,135	60,651	97,596	88,176
Others	<u>223,286</u>	<u>208,823</u>	<u>371,506</u>	<u>327,559</u>
	<u>1,003,254</u>	<u>1,046,210</u>	<u>1,863,750</u>	<u>1,877,401</u>

"Others" comprises different items, the main ones being: insurance premiums, stationery, freight, handling, postage and courier expenses and security and safety expenses.

**8 DEPRECIATION AND AMORTIZATION**

Depreciation and amortization consist of the following:

(Thousands of Saudi Riyals)	<u>Three Months ended</u>		<u>Six Months ended</u>	
	<u>June 30,</u>		<u>June 30,</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Depreciation	1,966,857	1,904,090	3,793,720	3,748,812
Amortization	<u>335,870</u>	<u>254,977</u>	<u>654,656</u>	<u>516,821</u>
	<u>2,302,727</u>	<u>2,159,067</u>	<u>4,448,376</u>	<u>4,265,633</u>

**9 OTHER INCOME AND EXPENSES, NET**

This item consists of the following:

(Thousands of Saudi Riyals)	<u>Three Months ended</u>		<u>Six Months ended</u>	
	<u>June 30,</u>		<u>June 30,</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Miscellaneous revenue	1,033,336	567,155	1,368,960	877,209
Gains / (losses) on foreign currency exchange fluctuations	52,557	(10,186)	(302,876)	98,501
Miscellaneous expenses	<u>(655,612)</u>	<u>(188,049)</u>	<u>(1,110,040)</u>	<u>(437,591)</u>
	<u>430,281</u>	<u>368,920</u>	<u>(43,956)</u>	<u>538,119</u>

**10 COMMITMENTS AND CONTINGENCIES**

**Commitments**

- (a) The Group enters into commitments during the ordinary course of business for major capital expenditures, primarily in connection with its network expansion programs. Outstanding capital expenditure commitments approximated SR 3,731 million on June 30, 2011 (June 30, 2010: SR 2,229 million).

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- (b) Certain land and buildings, for use in the Group's operations, are leased under operating lease commitments expiring at various future dates. During the second quarter and the six-month period ended June 30, 2011, total rent expense under operating leases amounted to SR 212 million and SR 399 million, respectively (second quarter and the six-month period ended June 30, 2010: SR 47 million and SR 224 million, respectively).

### **Contingencies**

The Group, in the normal course of business, is subject to proceedings, lawsuits and other claims. However, these matters are not expected to have a material impact neither on the Group's financial position or on the results of its operations as reflected in the interim consolidated financial statements.

## **11 FINANCIAL INSTRUMENTS**

### **Fair value**

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. The carrying amounts for all financial instruments do not differ materially from their fair values as at 30 June 2011 and 2010 which are as follows:

- Cash & cash equivalents, accounts receivables, payables and other debit and credit balances fair values are considered approximate to their recorded amounts, due to their short term nature.
- Fair values of shares in active markets rely on fair market values.
- Fair values of government bonds and loans rely on discounted cash flows.

Management does not believe that the fair values of the Group's financial assets and liabilities differ materially from their carrying values.

### **Commission rate risk**

Commission rate risk comprises various risks related to the effect of changes in commission rates on the Group's financial position and cash flows. The Group manages its cash flows by controlling the timing between cash inflows and outflows. Surplus cash is invested to increase the Group's commission income through holding balances in short-term and long-term bank deposits, but the related commission rate risk is not considered to be significant.

### **Currency risk**

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Management monitors fluctuations in foreign currency exchange rates and enters into hedging agreements for the need to reduce the currency risk; the official currency of the Group is the Saudi Riyal, the base currency dealing by the Group and its price is currently fixed with a minor margin against the U.S. dollar.

### **Credit risk**

Credit risk is the risk that other parties will fail to discharge their obligations and cause the Group to incur a financial loss. Financial instruments that subject the Group to concentrations of credit risk consist primarily of cash balances and accounts receivable. The Group deposits its cash balances with a number of major high credit-rated financial institutions and has a policy of limiting its balances deposited with each institution. The Group does not believe that there is a significant risk of non-performance by these financial institutions. The Group does not consider itself exposed to a concentration of credit risk with respect to accounts receivable due to its diverse customer base (residential, professional, large business and public entities) operating in various industries and located in many regions.

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### Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity is managed by periodically ensuring its availability in amounts sufficient to meet any future commitments. The Group does not consider itself exposed to significant risks in relation to liquidity.

## 12 FINANCIAL DERIVATIVES

The Group enters into interest rate swap agreements to hedge its interest rate risk of expected future cash outflows in relation to its floating rate debt. The notional principal amount and fair value of these hedges as of June 30, 2011 was SR 10,358 million and SR 550 million respectively (2010: The notional principal amount and fair value of these hedges as of June 30, 2010 was SR 8,970 million and SR 683 million respectively) The fair value of the effective impact of these hedges is included in other reserves in the interim consolidated balance sheet.

## 13 SEGMENT INFORMATION

### - According to the main activities of the group

The Group has identified its operating segments by the type of service provided by the Group and transactions between operating segments occur in accordance with the normal trade provisions and terms. There are no other substantial revenues or expenses between segments.

The main operating segments of the Group comprise:

- GSM, for which the main services are: mobile, third generation services, prepaid cards, international roaming and messages.
- PSTN, for which the main services are: fixed line, card telephones, interconnect and international calls.
- DATA, for which the main services are: leased data transmission circuits, DSL and internet.
- Un-allocated, containing items which could not be linked with the main operating segments of the Group.

### The segmental information for the Six-Month period ended June 30, 2011 was as follows:

(Thousands of Saudi Riyals)	<u>GSM</u>	<u>PSTN</u>	<u>DATA</u>	<u>Un-allocated</u>	<u>TOTAL</u>
Revenue from services	17,913,027	4,310,519	4,489,624	242,802	26,955,972
Interconnect revenues	1,293,087	3,851,924	689,205	(36,762)	5,797,454
Interconnect expenses	<u>(2,959,273)</u>	<u>(1,087,287)</u>	<u>(1,713,640)</u>	<u>(37,254)</u>	<u>(5,797,454)</u>
Net revenue from services	<u>16,246,841</u>	<u>7,075,156</u>	<u>3,465,189</u>	<u>168,786</u>	<u>26,955,972</u>
Depreciation and amortization	2,111,349	1,933,079	314,851	89,097	4,448,376
Net income	3,759,394	(168,658)	692,001	(453,247)	3,829,490
Total assets	41,456,691	38,533,529	8,101,492	25,943,928	114,035,640
Total liabilities	20,086,876	12,349,640	1,977,108	25,558,614	59,972,238

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**The following table shows the segmental information for the Six-Month period ended June 30, 2010:**

(Thousands of Saudi Riyals)	<u>GSM</u>	<u>PSTN</u>	<u>DATA</u>	<u>Un-allocated</u>	<u>TOTAL</u>
Revenue from services	16,645,341	4,835,699	3,499,144	130,684	25,110,868
Interconnect revenues	1,074,278	2,950,115	456,703	-	4,481,096
Interconnect expenses	<u>(3,014,198)</u>	<u>(828,743)</u>	<u>(638,155)</u>	-	<u>(4,481,096)</u>
Net revenue from services	<u>14,705,421</u>	<u>6,957,071</u>	<u>3,317,692</u>	<u>130,684</u>	<u>25,110,868</u>
Depreciation and amortization	1,971,777	1,909,106	287,389	97,361	4,265,633
Net income	2,722,771	260,916	936,575	(86,246)	3,834,016
Total assets	38,892,660	36,259,927	6,012,979	26,077,766	107,243,332
Total liabilities	11,484,052	17,811,244	637,506	26,974,460	56,907,262

**- According to group operations**

The Group has divided its operations into domestic and international operations

**The following table shows the segmental information according to group operations For the Six-Month periods ended June 30, 2011:**

	<u>Domestic Operations</u>			<u>International Operations</u>			
	<u>KSA</u>	<u>STC-Bahrain</u>	<u>GDMH</u>	<u>VIVA-Kuwait</u>	<u>PT Axis</u>	<u>OTL</u>	<u>Binariang</u>
Operating revenues	17,821,382	347,044	164,104	566,230	212,350	5,832,695	2,012,167
Total assets (*)	74,235,506	1,997,200	411,643	1,703,298	3,578,125	24,943,148	21,911,576

The financial statements consolidation adjustments relating to intangible assets and related parties transactions amounted to SR (14,744,856)

**For the Six-Month periods ended June 30, 2010**

	<u>Domestic Operations</u>			<u>International Operations</u>			
	<u>KSA</u>	<u>STC-Bahrain</u>	<u>GDMH</u>	<u>VIVA-Kuwait</u>	<u>PT Axis</u>	<u>OTL</u>	<u>Binariang</u>
Operating revenues	17,325,888	91,225	76,027	375,122	58,587	5,380,357	1,803,662
Total assets (*)	71,457,970	1,528,815	313,264	1,453,194	2,259,416	23,159,652	21,012,914

The financial statements consolidation adjustments relating to intangible assets and related parties transactions amounted to SR (13,941,893)

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#### **14 INCREASE OF THE GROUP'S SHARE IN PT AXIS TELEKOM INDONESIA - (Formerly known as NTS (AXIS))**

On April 6, 2011, the Group acquired an additional 29.10% in PT Axis Telekom, known by the Axis brand name, that was based on an agreement signed on March 9, 2011 between the Company and Maxis Communications Berhad (MCB) one of the wholly owned subsidiaries of Binariang Group to restructure PT Axis Telekom the agreement was approved by the appropriate regulatory authorities in Indonesia and the conditions necessary for the completion of the agreement were fulfilled on April 6, 2011. This resulted in the following:

- MCB provided a loan amounting to USD 69 million, equivalent to approximately SR 259 million to PT Axis Telekom.
- Loan waiver by MCB of its rights to receive its loan repayment due from PT Axis Telekom amounting to USD 412 million, equivalent to approximately SR 1,545 million.
- MCB sold 1,864,489,495 shares of its stock owned in PT Axis Telekom to the Company, thus resulting in increasing the Company's direct stake in PT Axis Telekom from 51% to 80.1% and reducing MCB's stake in PT Axis Telekom from 44% to 14.9%, with the survival of the local partner's share of 5%.
- The Company is committed to provide another loan amounting to USD 371 million, equivalent to approximately SR 1,391 million to be paid according to PT Axis Telekom's operational needs and without finance cost the Group paid USD 130 million, equivalent to SR 488 million of this loan to PT Axis Telekom during the six months ended June 30, 2011.
- The Company is committed to provide a letter of support in order to obtain the necessary bank financing for PT Axis Telekom according to the approved finance plan for the next five years

The net realized gains at the Group level as a result of the restructuring of PT Axis Telekom amounted to SR 286 million. The fair values of net assets at the date of acquisition were not used for the calculation of goodwill arising on the Company's acquisition of an additional 29.10% of PT Axis Telekom. Fair values of net assets will be used to determine the goodwill pending relevant valuation reports expected to be finished during the year 2011. The amounts recorded as intangible assets might accordingly be reallocated.

The Group was treating its investment in PT Axis Telekom (the joint venture project) according to the proportionate consolidation method and as a result of the restructuring of PT Axis Telekom which resulted in an increase in the ownership share of the Company to reach 80.10% instead of 51%, hence, starting from the second quarter, 2011, the Group started treating its investment in PT Axis Telekom (the subsidiary) according to the full consolidation method.

#### **15 SUBSEQUENT EVENTS**

The Board of Directors, in its meeting held on Monday 17 Shaban 1432 H (July 18, 2011), approved the interim consolidated financial statements for the second quarter of 2011 and approved interim dividends for the second quarter of 2011 amounting to SR 1,000 million, at the rate of SR 0.50 per share.

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**16 RECLASSIFICATION**

Certain comparatives of the period ended June 30, 2010 have been reclassified to conform to the classifications used for the period ended June 30, 2011.