



**Independent auditor's report to the shareholders of
Galfar Engineering and Contracting SAOG**

Report on the financial statements

We have audited the accompanying financial statements of Galfar Engineering and Contracting SAOG (the Parent Company) and its subsidiaries (together, the Group), which comprise the Parent Company and consolidated statement of financial position as at 31 December 2015 and the Parent Company and consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

Directors' responsibility for the financial statements

The Directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, the disclosure requirements of the Capital Market Authority, the Commercial Companies Law of 1974, as amended and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion the accompanying Parent Company and consolidated financial statements present fairly, in all material respects the financial position of the Parent Company and of the Group as at 31 December 2015, and their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards.



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Emphasis of matter

Without qualifying our opinion, we draw attention to the following:

- (i) Note 2 of the accompanying financial statements on the measures taken by the Board of Directors and the grounds on which the going concern basis has been considered for the preparation of these financial statements;
- (ii) Note 18 of the financial statements, which indicates that the Parent Company has not complied with certain debt covenants as at 31 December 2015 as stipulated under the loan agreements signed between the Parent Company and the banks;
- (iii) Notes 38 (b) and (c) relates to the management's estimates and judgements and uncertainty of the outcome of the arbitration and litigation proceedings on various claims raised by the Parent Company and the recoverability of the related accounts receivable from the Government and Quasi Government customers. Note 38 (c) also highlights a final offer from a client for settlement of a major contract claim with significant penalty potential and reasons for which the parent company has not accepted the offer.

Other legal and regulatory requirements

Further, as required by the Rules and Guidelines on Disclosure by Issuers of Securities and Insider Trading ('R&G') issued by the Capital Market Authority ('CMA') of the Sultanate of Oman, we report that the financial statements of the Parent Company and the Group have been properly prepared, in all material respects, in accordance with the R&G, with the Rules for Disclosure and Proformas issued by the CMA and with the Commercial Companies Law of 1974 as amended.

A handwritten signature in blue ink, appearing to read 'Khan - T. Bue' followed by a flourish.

13 March 2016

Muscat, Sultanate of Oman