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## Kuwait Syrian Holding Company – K.S.C.P. Holding Company And its subsidiaries State of Kuwait

Interim Condensed Consolidated Financial Information (Unaudited)

For the six months ended 30 June 2015

And review report



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## Kuwait Syrian Holding Company – K.S.C.P. Holding Company

And its subsidiaries State of Kuwait

# Interim Condensed Consolidated Financial Information (Unaudited) For the six months ended 30 June 2015 And review report

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**Deloitte & Touche** Al-Wazzan & Co.

Ahmed Al-Jaber Street, Sharq Dar Al-Awadi Complex, Floors 7 & 9 P.O. Box 20174 Safat 13062 or P.O. Box 23049 Safat 13091

Kuwait

Tel: +965 22408844, 22438060 Fax: +965 22408855, 22452080

www.deloitte.com

Abdullatif Al-Majid & Co. A Parker Randa

Allied Accountants Certified Public Accountants - Experts

P.O. Box: 5506 Safat- 13056 Kuwait

Tel: 22432082/3/4 Fax: 22402640

E-mail: mail.kw@parkerrandall.com

Kuwait Syrian Holding Company - K.S.C.P. **Holding Company** 

State of Kuwait

## Report on Review of Interim Condensed Consolidated Financial Information to the Board of Directors

Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of Kuwait Syrian Holding Company - K.S.C.P. - Holding Company "the Parent Company" and its subsidiaries (collectively referred to as "the Group") as at 30 June 2015 and the related interim condensed consolidated statements of income, comprehensive income, changes in equity and cash flows for the six-month period then ended. The Parent Company's management is responsible for the preparation and presentation of this interim condensed consolidated financial information in accordance with International Accounting Standard No. (34) - "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim condensed consolidated financial information based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity."

A review of interim condensed consolidated financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

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Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial information is not prepared, in all material respects, in accordance with International Accounting Standard No. (34) - "Interim Financial Reporting".

Emphasis of Matter

- We draw attention to notes (4.3 & 10.2) of this interim condensed consolidated financial information regarding the acquisition of some assets from certain foreign subsidiaries before the disposal of such subsidiaries. The official procedures to transfer the ownership are in process during the subsequent period.
- We draw attention to note (12) of this interim condensed consolidated financial information regarding the effect of the political events and economic variables in the Syrian Arab Republic on the Group's business and its current and future financial position.

Our conclusion is not qualified in respect of these matters.

## Report on Other Legal and Regulatory Requirements

Further, based on our review, the interim condensed consolidated financial information is in agreement with the books of the Parent Company. To the best of our knowledge and belief, no violations of the Companies Law No. 25 of 2012, as amended and of its executive regulations or of the Parent Company's Memorandum and Articles of Association, as amended, have occurred during the six-month period ended 30 June 2015, except of owning properties for trading by the Parent Company that might have had a material effect on the business of the Group or on its consolidated financial position.

Bader A. Al-Wazzan

Licence No. 62A

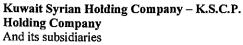
Deloitte & Touche - Al Wazzan & Co.

Kuwait, 6 August 2015

Abdullatif A. H. Al-Majid

Licence No. 70A

Of Parker Randall (Allied Accountants)



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(All amounts in Kuwaiti Dinars)

## Interim Condensed Consolidated Statement of Financial Position as of 30 June 2015 (Unaudited)

30 June 31 December 30 June Notes 2015 2014 2014 (Audited) Assets Non-current assets Property, plant and equipment 2,948 6,068 7,821 Investment properties 4 10,012,451 10,012,451 10,012,451 Available for sale investments 5 4,817,987 4,817,987 4,817,987 14,833,386 14,836,506 14,838,259 Current assets Properties held for trading 5,000,907 5,000,907 5,000,907 Trade and other receivables 376,646 204,041 173,843 Investments at fair value through profit or loss 6 866,969 835,526 806,799 Cash and cash equivalents 1,481,287 1,788,054 1,578,015 8,032,576 7,521,761 7,559,564 Total assets 22,865,962 22,358,267 22,397,823

## **Equity and Liabilities**

| 17,627,690<br>-<br>163,350<br>380,711 | 30,000,000<br>602,281<br>-<br>163,350<br>(13,048,175) | 30,000,000<br>602,281<br>1,476<br>163,350<br>(12,974,591) |
|---------------------------------------|---|---|
| •                                     | 163,350   | 602,281<br>1,476<br>163,350                               |
| •                                     | ,   | 163,350   |
| •                                     | ,   | •   |
| 380,711                               | (13,048,175)  | (12,974,591)  |
|                                       |   |   |
|                                       |   |   |
| 18,171,751                            | 17,717,456  | 17,792,516  |
| 4,369,984                             | 4,331,822   | 4,294,072   |
| 22,541,735                            | 22,049,278  | 22,086,588  |
|                                       | 4,369,984   | 4,369,984 4,331,822                                       |

End of service indemnity 60,212 71,966 64,092 **Current liabilities** 

Trade and other payables 264,015 237,023 247,143 **Total liabilities** 324,227 308,989 311,235 Total equity and liabilities 22,865,962 22,358,267 22,397,823

The accompanying notes form an integral part of this interim condensed consolidated financial information.

Mahmoud Abdul Khaleq Al-Nouri

Chairman

Marzouk Nasser Al-Kharafi

Vice Chairman



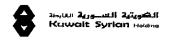
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## Interim Condensed Consolidated Statement of Income for the six months ended 30 June 2015 (Unaudited)

(All amounts in Kuwaiti Dinars)

|  | Notes          |          | nths ended<br>June | Six mont |             |
|--|----------------|----------|--------------------|----------|-------------|
|  |                | 2015     | 2014               | 2015     | 2014        |
| Revenues   |                |          |                    |          |             |
| Gains from valuation of investment properties    | 4              | -        | -                  | -        | 3,501,917   |
| Net gains/ (losses) from investments             | 7              | 498,363  | 31,796             | 520,741  | (1,391,724) |
| Net revenue from rents of properties             |                | 62,305   | 88,068             | 120,035  | 134,180     |
| Other income                                     |                | 440      | 604                | 901      | 1,135       |
|  | . <del>-</del> | 561,108  | 120,468            | 641,677  | 2,245,508   |
| Expenses and other charges                       |                |          |                    |          |             |
| Losses from disposal of subsidiaries             | 10.2           | -        | 11,259,985         | -        | 11,259,985  |
| (Profit)/ loss from foreign currency differences |                | (8,379)  | 212,900            | (41,307) | 214,564     |
| Staff cost                                       |                | 38,068   | 48,316             | 68,352   | 98,392      |
| Administration expenses                          |                | 30,382   | 64,940             | 101,266  | 96,263      |
| Finance cost                                     | _              | -        |                    | -        | 47,369      |
| Total expenses and other charges                 |                | 60,071   | 11,586,141         | 128,311  | 11,716,573  |
| Net profit/ (loss) for the period before         |                |          |                    |          | _           |
| deductions                                       |                | 501,037  | (11,465,673)       | 513,366  | (9,471,065) |
| Contribution to Kuwait Foundation for the        |                |          |                    |          |             |
| Advancement of Science                           |                | (4,277)  | -                  | (4,277)  | -           |
| Zakat  |                | (4,752)  | 11,366             | (4,752)  |             |
| National Labour Support Tax                      | -              | (11,880) | 28,415             | (11,880) | -           |
| Net profit/ (loss) for the period                | -              | 480,128  | (11,425,892)       | 492,457  | (9,471,065) |
| Attributable to:                                 |                |          |                    |          |             |
| Shareholders of the Parent Company               |                | 465,036  | (8,258,999)        | 454,295  | (7,149,957) |
| Non-controlling interest                         |                | 15,092   | (3,166,893)        | 38,162   | (2,321,108) |
|  | _              | 480,128  | (11,425,892)       | 492,457  | (9,471,065) |
| Earnings/ (loss) per share (fils)                | 8              | 2.64     | (46.85)            | 2.58     | (40.56)     |

The accompanying notes form an integral part of this interim condensed consolidated financial information.



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## Interim Condensed Consolidated Statement of Comprehensive Income for the six months ended 30 June 2015 (Unaudited)

(All amounts in Kuwaiti Dinars)

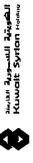
|  | Three months ended 30 June |              | Six months ended<br>30 June |             |
|--|----------------------------|--------------|-----------------------------|-------------|
|  | 2015                       | 2014         | 2015                        | 2014        |
| Net profit/ (loss) for the period                      | 480,128                    | (11,425,892) | 492,457                     | (9,471,065) |
| Other comprehensive income items:                      |                            |              |                             |             |
| Items that may be reclassified to statement of income. |                            |              |                             |             |
| Foreign currency translation reserve:                  |                            |              |                             |             |
| Foreign currency translation differences               | -                          | 227,331      | -                           | 102,861     |
| Transferred to statement of income from sale of        |                            |              |                             |             |
| subsidiaries   | _                          | 12,203,348   | -                           | 12,203,348  |
| Total other comprehensive income items                 |                            | 12,430,679   | _                           | 12,306,209  |
| Total comprehensive profit for the period              | 480,128                    | 1,004,787    | 492,457                     | 2,835,144   |
| Attributable to:                                       |                            |              |                             |             |
| Shareholders of the Parent Company                     | 465,036                    | 678,444      | 454,295                     | 1,700,545   |
| Non-controlling interest                               | 15,092                     | 326,343      | 38,162                      | 1,134,599   |
|  | 480,128                    | 1,004,787    | 492,457                     | 2,835,144   |

The accompanying notes form an integral part of this interim condensed consolidated financial information.

Kuwait Syrian Holding Company - K.S.C.P. Holding Company
And its subsidiaries
State of Kuwait

(Unaudited)

Interim Condensed Consolidated Statement of Changes in Equity for the six months ended 30 June 2015



(All amounts in Kuwaiti Dinars)

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|   | E                | Equity attributs     | ble to the sharel   | olders of the ]         | Equity attributable to the shareholders of the Parent Company |             | Non-                    | Total equity |
|---|------------------|----------------------|---------------------|-------------------------|---|-------------|-------------------------|--------------|
|   | Share<br>capital | Statutory<br>reserve | Foreign<br>currency | Change in<br>fair value | Retained earnings/  | Total       | controlling<br>interest |              |
|   |                  |                      | reserve             | reserve                 | (accumulated<br>losses)                                       |             |                         |              |
| Balance at 1 January 2014                                 | 30,000,000       | 602,281              | (8,849,026)         | 163,350                 | (5,824,634)   | 16,091,971  | 3,123,685               | 19,215,656   |
| Net loss for the period                                   | 1                | ı                    | •                   | ı                       | (7,149,957)   | (7,149,957) | (2,321,108)             | (9,471,065)  |
| Other comprehensive income items                          | •                | ı                    | 8,850,502           | •                       | 1   | 8,850,502   | 3,455,707               | 12,306,209   |
| Change in non-controlling interest                        |                  | 1                    | :                   | '                       | 1   | •           | 35,788                  | 35,788       |
| Balance at 30 June 2014                                   | 30,000,000       | 602,281              | 1,476               | 163,350                 | (12,974,591)  | 17,792,516  | 4,294,072               | 22,086,588   |
| Balance at 1 January 2015                                 | 30,000,000       | 602,281              | 1                   | 163,350                 | (13,048,175)  | 17,717,456  | 4,331,822               | 22,049,278   |
| Net profit for the period                                 | •                | 1                    | 1                   | ı                       | 454,295   | 454,295     | 38,162                  | 492,457      |
| Amortization of accumulated losses (note 11) (12,372,310) | (12,372,310)     | (602,281)            | •                   | t                       | 12,974,591  | •           | 1                       | •            |
| Balance at 30 June 2015                                   | 17,627,690       | 1                    | -                   | 163,350                 | 380,711   | 18,171,751  | 4,369,984               | 22,541,735   |

The accompanying notes form an integral part of this interim condensed consolidated financial information.

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## Interim Condensed Consolidated Statement of Cash Flows for the six months ended 30 June 2015 (Unaudited)

(All amounts in Kuwaiti Dinars)

|  |             | ths ended<br>June |
|--|-------------|-------------------|
|  | 2015        | 2014              |
| Cash flows from operating activities                     |             |                   |
| Net profit/ (loss) for the period                        | 492,457     | (9,471,065)       |
| Adjustments:   |             |                   |
| Depreciation   | 3,289       | 2,695             |
| Net (gains)/ losses from investments                     | (523,352)   | 1,387,947         |
| Gains from valuation of investment properties            | -           | (3,501,917)       |
| Losses from disposal of subsidiaries                     | -           | 11,259,985        |
| Finance costs  | -           | 47,369            |
| Interest income  | (901)       | (686)             |
| End of service indemnity provision                       | (11,754)    | 7,746             |
| Operating losses before changes in working capital       | (40,261)    | (267,926)         |
| Trade and other receivables                              | 7,395       | (1,277)           |
| Investments at fair value through profit or loss         | 1,802       | 772,412           |
| Trade and other payables                                 | (153,008)   | 165,257           |
| Net cash (used in)/ generated from operating activities  | (184,072)   | 668,466           |
| Cash flows from investing activities                     |             |                   |
| Paid for acquisition of properties held for trading      | -           | (208,251)         |
| Paid for purchase of property, plant and equipment       | (169)       | (1,295)           |
| Interest income received                                 | 901         | 686               |
| Cash of disposal of subsidiaries                         |             | (45,773)          |
| Dividends received                                       | 490,107     | 80,584            |
| Net cash generated from/ (used in) investing activities  | 490,839     | (174,049)         |
| Cash flows from financing activities                     | i           |                   |
| Payment of finance costs                                 | _           | (47,369)          |
| Net cash used in financing activities                    | <del></del> | (47,369)          |
| Net change in cash and cash equivalents                  | 306,767     | 447,048           |
| Cash and cash equivalents at the beginning of the period | 1,481,287   | 1,130,967         |
| Cash and cash equivalents at the end of the period       | 1,788,054   | 1,578,015         |

The accompanying notes form an integral part of this interim condensed consolidated financial information.





Notes to the Interim Condensed Consolidated Financial Information for the six months ended 30 June 2015 (Unaudited)

(All amounts in Kuwaiti Dinars unless otherwise stated)

## 1. Incorporation of the Group

Kuwait Syrian Holding Company "the Parent Company" is a Kuwaiti Public Shareholding Company incorporated in 28 July 2002.

The main activities of the Parent Company are:

- Owning stocks in Kuwaiti or Non-Kuwaiti shareholding companies and shares in Kuwaiti or non-Kuwaiti limited liability companies and participating in the establishment, lending and managing of these companies and acting as a guarantor for these companies.
- Lending money to companies in which it owns shares, guaranteeing them with third parties where the holding company owns 20% or more of the capital of the borrowing company.
- Owning industrial rights such as patents, industrial trademarks, royalties, or any other related rights, and leasing to other companies to use it inside and outside state of Kuwait.
- Owning properties and moveable property to conduct its operations within the limits as stipulated by law.
- Utilizing the company's available surplus funds in financial portfolio managed by specialized entities.

The Parent Company's main office is at Rakan Tower, 16th Floor, Fahad Al-Salem Street, Kuwait.

These interim condensed consolidated financial Information comprise the financial information of the Parent Company and its subsidiaries (note 10), known collectively as "the Group".

The consolidated financial statements for the year ended 31 December 2014 were approved by the General Assembly of the shareholders on 8 April 2015, and decided not to distribute dividends.

These interim condensed consolidated financial information were authorized for issuance by the Board of Directors on 6 August 2015.

## 2. Basis of preparation

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This interim condensed consolidated financial information has been prepared in accordance with International Accounting Standard No. (34), "Interim Financial Reporting".

The interim condensed consolidated financial information does not include all information and disclosures required for complete financial statements in accordance with International Financial Reporting Standards.

In the management's opinion, all necessary adjustments, including recurring accruals have been included in the interim condensed consolidated financial information for fair presentation. The operating results for the period ended 30 June 2015 are not necessarily indicative of results that may be expected for the year ending 31 December 2015. For further information, it is possible to refer to the consolidated financial statements and its related notes for the year ended 31 December 2014.

The accounting policies used in preparing the interim condensed consolidated financial information similar to those used in the preparation of consolidated financial statements for the year ended 31 December 2014 except for the adoption of the new and amended IFRS that have become effective and applied on the Group:

## New and revised IFRSs issued and effective

In the current period, the Group has applied a number of new and revised IFRSs that are issued and effective. Amendments to IAS 19 Defined Benefit Plans: Employee Contributions

Annual improvements 2010-2012 Cycle

- IFRS 2 Share-based Payment
- IFRS 3 Business Combinations
- IFRS 8 Operating Segments
- IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets
- IAS 24 Related Party Disclosures



## Notes to the Interim Condensed Consolidated Financial Information for the six months ended 30 June 2015 (Unaudited)

(All amounts in Kuwaiti Dinars unless otherwise stated)

## Annual improvements 2011-2013 Cycle

- IFRS 3 Business Combinations
- IFRS 13 Fair Value Measurement
- IAS 40 Investment Property

The application of these amendments has had no impact on the disclosers or amounts recognized in the Group's interim condensed consolidated financial information.

### New and revised IFRSs in issue but not yet effective

## For annual periods beginning on or after 1 January 2016

- Amendments to IFRS 11 Accounting for Acquisitions of Interests in Joint Operations
- Amendments to IAS 16 & IAS 38 Clarification of Acceptable Methods of Depreciation & Amortisation
- Amendments to IAS 16 and IAS 41 Agriculture: Bearer Plants

The management of the Parent Company do not anticipate that the application of these amendments will have a material impact on the Group's interim condensed consolidated financial information.

## For annual periods beginning on or after 1 January 2018

### IFRS 9 Financial Instruments

The directors of the Group anticipate that the application of IFRS 9 in the future may have a material impact on amounts reported in respect of the Group's financial assets and financial liabilities. However, it is not practicable to provide a reasonable estimate of the effect until the Group undertakes a detailed review.

## IFRS 15 Revenue from Contracts with Customers

The directors of the Group anticipate that the application of these IFRS 15 in the future may have a material impact on amounts reported in respect of the Group's interim condensed consolidated financial information. However, it is not practicable to provide a reasonable estimate of the effect until the Group undertakes a detailed review.

### 3. Fair value estimation

The fair values of financial assets and financial liabilities are determined as follows:

- Level one: Quoted prices in active markets for identical assets or liabilities.
- Level two: Quoted prices in an active market for similar instruments. Quoted prices for identical assets or liabilities in market that are not active. Inputs other than quoted prices that are observable.
- Level three: Inputs for the asset or liabilities that are not based on observable market data.

The table below gives information about how the fair values of the financial assets and liabilities are determined:

|   |                    | Fair value as at                   | _                  | Fair value         | Valuation                        |
|---|--------------------|------------------------------------|--------------------|--------------------|----------------------------------|
|   | 30 June<br>2015    | · 31 December<br>2014<br>(Audited) | 30 June<br>2014    | hierarchy          | technique(s) and Key input(s)    |
| Investments at fair value through profit or loss: |                    | ·-                                 | 112                |                    | <u>-</u> ``                      |
| Local quoted bonds Foreign quoted bonds           | 642,756<br>224,213 | 621,007<br>214,519                 | 595,497<br>211,302 | Level 1<br>Level 1 | Last bid price<br>Last bid price |

The fair values of other financial assets and financial liabilities approximately equal its book value as at the interim condensed consolidated financial information date.



## Notes to the Interim Condensed Consolidated Financial Information for the six months ended 30 June 2015 (Unaudited)

(All amounts in Kuwaiti Dinars unless otherwise stated)

## 4. Investment properties

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4.1 Investment properties represent lands under development in Syrian Arab Republic acquired for the purpose of investing in residential projects. Procedures of obtaining licenses for certain lands are under process. The Parent Company management has decided to stop the development operations until the stability of the political situation in Syria (note 12).

4.2 The movement on investment properties during the period / year is follows:

|  | 30 June<br>2015 | 31 December<br>2014<br>(Audited) | 30 June<br>2014 |
|--|-----------------|----------------------------------|-----------------|
| Balance at the beginning of the period/ year             | 10,012,451      | 6,662,064                        | 6,662,064       |
| Changes in fair value                                    | -               | 3,501,917                        | 3,501,917       |
| Foreign currency translation difference till the date of |                 |                                  |                 |
| disposing subsidiaries                                   | _               | (151,530)                        | (151,530)       |
| Balance at the end of the period/ year                   | 10,012,451      | 10,012,451                       | 10,012,451      |

- 4.3 During the prior year, the Group acquired investment properties and properties held for trading from disposed subsidiaries. The transferring of the ownership to the Group are in process during the subsequent period.
- 4.4 Investment properties of KD 1,264,363 as at 30 June 2015 (KD 1,516,442 as at 31 December 2014, KD 1,732,712 as at 30 June 2014) was mortgaged in favour of a bank in Syrian Arab Republic against credit facilities granted to one of the disposed subsidiaries and currently the Group are taking the necessary procedures to settle the situation.
- 4.5 Investment properties were evaluated based on the fair value as of 31 December 2014.

### 5. Available for sale investments

|                         | 30 June<br>2015 | 31 December<br>2014 | 30 June<br>2014 |
|-------------------------|-----------------|---------------------|-----------------|
|                         |                 | (Audited)           |                 |
| Local unquoted shares   | 275,000         | 275,000             | 275,000         |
| Foreign unquoted shares | 4,542,987       | 4,542,987           | 4,542,987       |
|                         | 4,817,987       | 4,817,987           | 4,817,987       |

- 5.1 Available for sale investments were carried at cost less impairment losses as its fair value cannot reliably measured. The Group's management believes that there is no indication of further impairment in value in respect of these investments.
- 5.2 Available for sale investments include investments in a foreign company amounted to KD 550,642 as at 30 June 2015 (KD 550,642 as at 31 December 2014, KD 550,642 as at 30 June 2014) in which the Group's ownership percentage is 40%. The Group does not have an influence on this company in terms of the decisions related to its financial statements or its operation.

## 6. Investments at fair value through profit or loss

|                      | 30 June | 31 December | 30 June |
|----------------------|---------|-------------|---------|
|                      | 2015    | 2014        | 2014    |
|                      |         | (Audited)   |         |
| Local quoted bonds   | 642,756 | 621,007     | 595,497 |
| Foreign quoted bonds | 224,213 | 214,519     | 211,302 |
|                      | 866,969 | 835,526     | 806,799 |

Fair value of investments at fair value through profit or loss is determined in the manner described in note (3).

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Six months ended

Notes to the Interim Condensed Consolidated Financial Information for the six months ended 30 June 2015 (Unaudited)

(All amounts in Kuwaiti Dinars unless otherwise stated)

| _   | Three months ended 30 June |         |         | hs ended<br>une |
|---|----------------------------|---------|---------|-----------------|
|   | 2015                       | 2014    | 2015    | 2014            |
| Investments at fair value through profit or loss: | •                          |         |         |                 |
| Gains/ (losses) from changes in fair value        | 9,543                      | (7,520) | 33,245  | 69,40           |
| Gains from sale of investments                    | -                          | 39,212  | · -     | 38,56           |
| Cash dividends                                    | -                          | 1,406   | -       | 13,61           |
| Investment portfolio management fees              | (1,287)                    | (1,302) | (2,611) | (3,77           |
| _   | 8,256                      | 31,796  | 30,634  | 117,79          |
| Available for sale investments:                   |                            |         |         |                 |
| Impairment of available for sale investments      | -                          | -       | -       | (1,576,49       |
| Cash dividends                                    | 490,107                    | -       | 490,107 | 66,97           |
| _   | 490,107                    |         | 490,107 | (1,509,52       |
| <del>-</del>                                      | 408 363                    | 31 796  | 520.741 | (1.301.72       |

## 8. Earnings/ (loss) per share

Earnings/ (loss) per share is calculated on the basis of the net profit/ (loss) for the period and the weighted average number of ordinary shares outstanding during the period as follows:

|   |             | nths ended<br>June |             | ths ended<br>June |
|---|-------------|--------------------|-------------|-------------------|
|   | 2015        | 2014               | 2015        | 2014              |
| Net profit/ (loss) for the period attributable to |             |                    |             |                   |
| the shareholders of the Parent Company            | 465,036     | (8,258,999)        | 454,295     | (7,149,957)       |
| Weighted average number of shares                 |             |                    |             |                   |
| outstanding and paid                              | 176,276,900 | 176,276,900        | 176,276,900 | 176,276,900       |
| Earnings/ (loss) per share (fils)                 | 2.64        | (46.85)            | 2.58        | (40.56)           |
|   |             |                    |             |                   |

Earnings per share for the comparative period has been adjusted, taking into consideration the general assembly's resolution of amortizing the accumulated losses.

## 9. Related parties' transactions

Related parties represent shareholders who have representatives in the Boards of Directors, members of the Boards of Directors, Senior Management and the companies who controlled by the major shareholders. In the ordinary course of business, the Group entered into transactions with related parties during the six months ended 30 June 2015. The following are the transactions and balances resulted from these transactions:

|                                      |         | 30 June     |         |  |
|--------------------------------------|---------|-------------|---------|--|
| Transactions                         |         | 2015        | 2014    |  |
| Investment portfolio management fees |         | -           | 1,600   |  |
| Balances                             |         |             |         |  |
|                                      | 30 June | 31 December | 30 June |  |
|                                      | 2015    | 2014        | 2014    |  |
|                                      |         | (Audited)   |         |  |
| Due from related parties             | 266,319 | 83,360      | 81,360  |  |

Properties held for trading registered in a related party name.

All transactions with related parties are subject to the approval of the shareholders in the annual General Assembly Meeting.

## Kuwait Syrian Holding Company - K.S.C.P. **Holding Company** And its subsidiaries

State of Kuwait



## Notes to the Interim Condensed Consolidated Financial Information for the six months ended 30 June 2015 (Unaudited)

(All amounts in Kuwaiti Dinars unless otherwise stated)

#### 10. Subsidiaries

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#### 10.1 Structure of the Group:

The following financial information of the subsidiaries has been consolidated when preparing the interim condensed consolidated financial information.

| Company name                           | Legal<br>structure | Ownership percentage (direct & indirect) (%) |                                  |             |        | Activity | Country of corporation |
|--|--------------------|--|----------------------------------|-------------|--------|----------|------------------------|
|  | _                  | 30 June<br>2015                              | 31 December<br>2014<br>(Audited) |             |        |          |                        |
| Kuwait Syrian Real Estate Company      | W.L.L              | 100  | 100                              | Real Estate | Kuwait |          |                        |
| Al-Naser Gardens Holding Company       | Holding            | 60.98  | 60.98                            | Holding     | Kuwait |          |                        |
| - Al-Naser Gardens Real Estate Company | W.L.L              | 99   | 99                               | Real Estate | Kuwait |          |                        |

The financial information of the subsidiaries has been consolidated based on interim condensed financial information (unaudited) as at 30 June 2015.

Subsidiaries total assets amounted to KD 16,761,493 as at 30 June 2015 (KD 16,538,168 as at 31 December 2014) and its profits amounted to KD 297,555 during the period ended 30 June 2015 (losses of KD 2,713,649 as at 30 June 2014).

#### 10.2 Disposal of subsidiaries:

During the prior year, the Group has sold its investments in the following subsidiaries with a consideration of KD 6,539,228:

- Syrian Al-Naser Gardens Company
- New Faihaa Shareholding Company
- Kuwait Syrian Company

Based on the sales agreement, all risks and rewards related to the ownership of the subsidiaries have been transferred to the buyer. The transfer of the ownership of shares in favour of the buyer are in the process during the subsequent period. Based on the above, the Group has ceased to consolidate the financial statements of such subsidiaries from the date of transferring the control to the buyer.

The Group offset between the amount due from the sale of subsidiaries of KD 6,539,228 and the amounts due to one of the disposed subsidiaries amounted to KD 6,526,798 based on the sales agreement, which states that offsetting of such amounts are permitted. Accordingly, the remaining balances due from the disposal subsidiary of KD 12,430 as at 30 June 2015 have been recognized under Trade and other receivables.

#### 11. Amortization of accumulated losses

On 16 December 2014, the Extraordinary General Assembly approved the following proposal of the Board of Directors held on 24 August 2014:

- Amortization of the accumulated losses of KD 12,974,591 in statutory reserve by amount of KD 602,281 and share capital by amount of KD 12,372,310.
- Capital increase in cash by KD 17,627,690 distributed over 176,276,900 shares with a nominal value of 100 fils each without share premium, the share capital after the increase become KD 35,255,380 distributed over 352,553,800 shares with a nominal value of 100 fils each. During the current period, the Group obtaind the approval of the Regulators and completion the official procedure, and records the effect in the commercial register on 2 March 2015.

As at 30 June 2015, the issued and fully paid share capital amounted to KD 17,627,690 distributed over 176,276,900 shares with a nominal value of 100 fils each, and all shares in cash.

On 16 June 2015, the extraordinary general assembly decided to cancel the above-mentioned share capital increase. Currently, the required procedures for such cancellation as well as registration in the commercial register are in process.

Notes to the Interim Condensed Consolidated Financial Information for the six months ended 30 June 2015 (Unaudited)

(All amounts in Kuwaiti Dinars unless otherwise stated)

## 12. Segment distribution

Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. The following summary describes the operations in each of the Group's reportable segments:

- Investment: Includes the Group's securities trading and investment activities.
- Tourism and transportation: Include hotels management and operating vehicles services.
- Real-estates: Includes trading, development and management of real-estates.

|                                       | Six- month ended 30 June 2015 |  |              |              |  |  |
|---------------------------------------|-------------------------------|--|--------------|--------------|--|--|
|                                       | Investment                    | Tourism and  | Real-estate  | Total        |  |  |
|                                       |                               | transportation   |              |              |  |  |
| Segment revenues                      | 297,918                       | 249,813  | 93,946       | 641,677      |  |  |
| Segment expenses                      | (82,107)                      | (50,058)   | 3,854        | (128,311)    |  |  |
| Segment results                       | 215,811                       | 199,755  | 97,800       | 513,366      |  |  |
| Segment results                       |                               |  |              |              |  |  |
| Segment assets                        | 6,246,250                     | 3,175,732  | 13,443,980   | 22,865,962   |  |  |
| Segment liabilities                   | 315,945                       | 750  | 7,532        | 324,227      |  |  |
| Segment nationales                    | 010,510                       | , , ,  |              |              |  |  |
|                                       |                               | Six- month ended 30 June 2014  Tourism and Real-estate Total |              |              |  |  |
|                                       | Investment                    | Tourism and  | Real-estate  | Tutai        |  |  |
|                                       |                               | transportation   | 2 (51 (05    | 2 245 509    |  |  |
| Segment revenues                      | (1,473,207)                   | 67,090   | 3,651,625    | 2,245,508    |  |  |
| Segment expenses                      | (3,316,580)                   | (109,986)  | (8,290,007)  | (11,716,573) |  |  |
| Segment results                       | (4,789,787)                   | (42,896)   | (4,638,382)  | (9,471,065)  |  |  |
|                                       |                               |  | 10 464 556   | 00 207 902   |  |  |
| Segment assets                        | 6,004,673                     | 2,928,394  | 13,464,756   | 22,397,823   |  |  |
| Segment liabilities                   | 99,354                        | 800  | 211,081      | 311,235      |  |  |
| Geographical distribution of assets a | nd liabilities:               |  |              |              |  |  |
| Ocograpment distribution of assess a  | 114 1140111111001             |  | 30 June 2015 |              |  |  |
|                                       |                               | Kuwait   | Syria        | Total        |  |  |
| Assets                                |                               | 8,005,975  | 14,859,987   | 22,865,962   |  |  |
| Liabilities                           |                               | 324,227  | -            | 324,227      |  |  |
| <b>—</b>                              |                               | 31 December 2014   |              |              |  |  |
|                                       |                               | (Audited)  |              |              |  |  |
|                                       |                               | Kuwait   | Syria        | Total        |  |  |
| Assets                                |                               | 7,520,406  | 14,837,861   | 22,358,267   |  |  |
| Liabilities                           |                               | 193,477  | 115,512      | 308,989      |  |  |
| Biaonidos                             |                               | •  | 30 June 2014 |              |  |  |
|                                       |                               | Kuwait   | Syria        | Total        |  |  |
| Assets                                |                               | 7,562,438  | 14,835,385   | 22,397,823   |  |  |
| Liabilities                           |                               | 102,402  | 208,833      | 311,235      |  |  |
| Liaomao                               |                               | 2  | •            |              |  |  |

There are some economic and political events in the Syrian Arab Republic, which adversely affect the Group's business, where certain projects have been ceased and assets were impaired due to the significant change in the Syrian currency against other currencies. It is difficult at this time to predict the effect of this economic and political events in the future. The Parent Company's management continuously study the impact of these variables on the assets' values and record any determined losses. The Parent Company's management is preparing the plans necessary to ensure its going on concern and monitoring control levels of performance and the recoverability of the assets. Also the Parent Company management study the available alternative to sale a part of the assets.