

Real-Estate Trade Centers Company
K.P.S.C
Kuwait
Financial Statements
December 31, 2021
with
Independent Auditor's Report

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K.P.S.C
Kuwait
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Independent Auditor's Report

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Independent Auditor's Report

**The Shareholders,
Real-Estate Trade Centers Company K.P.S.C
Kuwait**

Report on the Financial Statements

Opinion

We have audited the financial statements of Real-Estate Trade Centers Company K.P.S.C ("the Company") which comprise the statement of financial position as of December 31, 2021 and the statement of profit or loss, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and its financial performance and its cash flows for the year then ended, in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphases of matters

Without qualifying in our opinion, we refer to Note 6 "properties under development" the Company obtained revaluation from independent evaluator and did not obtain a revaluation from a bank.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Qualified Opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report for each matter below, our description of how our audit addressed the matter is provided in that context.

Properties under developments and investment properties valuation

Properties under development represent a significant part of the total assets and are carried at cost for an amount of KD 11,217,220 (2020: KD 11,213,622). In addition to investment properties amount KD 17,606,169 (2020: KD 12,716,415) that are carried at fair value.

The valuation of properties under development and investment properties is important to our audit as it represents a significant judgment area and an important part of the total assets of the Company. The valuation of the property under development is highly dependent on estimates. We therefore identified the valuation of properties under development investment properties as a significant risk. The Company's policy is to revalue property under development and investment properties once at year end. These valuations are amongst others based on assumptions, such as estimated market knowledge, developers risk and historical transactions. In estimating the fair value of properties under development, valuers had used the valuation techniques such as sales comparison. We reviewed the valuation reports from the licensed valuers. We further focused on the adequacy of the disclosures on the valuation of properties under development (Note 6) and investment properties (Note 7).

Other Information

The Company Management is responsible for the other information. The other information comprises the board of director's report obtained before the date of this auditor's report. The other information does not include the financial statements and our auditor's report thereon, and the Annual Report, which is expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and when it becomes available, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the IFRSs as adopted for use by the State of Kuwait 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists, related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

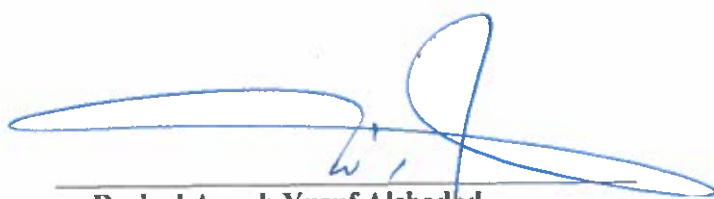
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Company's management with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Company's management, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Furthermore, in our opinion, proper books of account have been kept by the Company, physical count was conducted in accordance with recognized practice and the financial statements together with the financial contents of the report of the Company's board of directors are in accordance therewith. We have obtained the information and explanations that we required for the purpose of our audit and the financial statements incorporate the information that is required by the Companies' Law no. 1 of year 2016, and related Executive Regulations, as amended, and the Company's memorandum and articles of association, as amended. According to the information available to us, there were no violations have occurred for the Law no. 7 of year 2010 concerning the establishment of the Capital Market Authority, its bylaws, and relative instructions, the Companies' Law no. 1 of year 2016, and related Executive Regulations, as amended, and the Company's memorandum and articles of association, as amended, during the year ended December 31, 2021 that might have had a material effect on the Company's business or its financial position.



Rashed Ayoub Yusuf Alshadad
License No. 77 - (A)
Rödl Middle East
Burgan – International Accountants

March 16, 2022
State of Kuwait

Real-Estate Trade Centers Company K.P.S.C Kuwait

Statement of financial position as of December 31, 2021

"All Amounts are in Kuwaiti Dinar"

	Note	2021	2020
Assets			
Non-current assets			
Property and equipment	4	474	68
Intangible assets	5	1	1
Properties under development	6	11,217,220	11,213,622
Investment properties	7	17,606,169	12,716,415
		<u>28,823,864</u>	<u>23,930,106</u>
Current assets			
Due from a related party	14	50,000	2,457,201
Receivables and other debit balances	8	33,312	3,364,726
Cash and cash equivalents	9	1,492,161	553,730
		<u>1,575,473</u>	<u>6,375,657</u>
Total assets		<u>30,399,337</u>	<u>30,305,763</u>
Equity and liabilities			
Equity			
Share capital	10	15,000,000	14,000,000
Treasury share	11	(946,660)	(946,660)
Statutory reserve	12	1,227,270	1,224,043
Voluntary reserve	13	1,117,914	1,114,687
Revaluation reserve		1,106,600	1,106,600
Retained earnings		7,106,269	7,081,682
Total equity		<u>24,611,393</u>	<u>23,580,352</u>
Non-current liabilities			
Due to related parties	14	5,452,517	6,312,921
End of service benefits		16,451	33,791
		<u>5,468,968</u>	<u>6,346,712</u>
Current liabilities			
Payables and accrued expenses	15	318,976	378,699
Total liabilities		<u>5,787,944</u>	<u>6,725,411</u>
Total equity and liabilities		<u>30,399,337</u>	<u>30,305,763</u>

Talal Abdul Hameed Dashti
Chairman



شركة مراكز التجارة العقارية
Real Estate Trade Centers Company

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

Real-Estate Trade Centers Company K.P.S.C
Kuwait

Statement of profit or loss for the year ended December 31, 2021
"All Amounts are in Kuwaiti Dinar"

	Note	2021	2020
Revenue			
Unrealized gain on change in fair value of investment property	7	84,564	134,796
Liabilities no longer required		38,924	–
Rental income		9,405	–
Other income		6,407	715
		<u>139,300</u>	<u>135,511</u>
Expenses and other charges			
Employees costs		(56,225)	(45,575)
General and administrative expenses	16	(50,656)	(38,943)
Depreciation		(154)	(121)
Net profit before deductions		<u>32,265</u>	<u>50,872</u>
Zakat		(267)	(4,759)
National Labour Support Tax		(667)	(11,898)
Contribution to Kuwait Foundation for the Advancement of Science		(290)	(458)
Net profit for the year		<u>31,041</u>	<u>33,757</u>
Earnings per share (Fils)	17	<u>0.22</u>	<u>0.26</u>

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

Real-Estate Trade Centers Company K.P.S.C
Kuwait

**Statement of profit or loss and other comprehensive for the year ended
December 31, 2021**

"All Amounts are in Kuwaiti Dinar"

	<u>2021</u>	<u>2020</u>
Net profit for the year	<u>31,041</u>	<u>33,757</u>
Other comprehensive income:		
<i>Items that will not be reclassified subsequently to the profit or loss:</i>		
Changes in fair value of financial assets at FVTOCI	<u>-</u>	<u>277,285</u>
Total other comprehensive income	<u>-</u>	<u>277,285</u>
Total comprehensive income	<u>31,041</u>	<u>311,042</u>

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

Real-Estate Trade Centers Company K.P.S.C
Kuwait

Statement of changes in equity for the year ended December 31, 2021

*..All Amounts are in Kuwaiti Dinar***

	Share capital	Treasury shares	Statutory reserve	Voluntary reserve	Revaluation reserve	Foreign currency translation reserve	Cumulative change in fair value	Retained earnings	Total
Balance at January 1, 2020	14,000,000	(911,675)	1,218,956	1,109,600	1,106,600	97,850	47,065	6,635,899	23,304,295
Total comprehensive income for the year	-	-	-	-	-	-	277,285	33,757	311,042
Impact on sale financial assets at FVTOCI	-	-	-	-	-	(97,850)	(324,350)	422,200	-
Transfer to reserves	-	-	5,087	5,087	-	-	-	(10,174)	-
Purchase of treasury shares	-	(34,985)	-	-	-	-	-	-	(34,985)
Balance at December 31, 2020	14,000,000	(946,660)	1,224,043	1,114,687	1,106,600	-	-	7,081,682	23,580,352
Balance at January 1, 2021	14,000,000	(946,660)	1,224,043	1,114,687	1,106,600	-	-	7,081,682	23,580,352
Share capital increase (note 10)	1,000,000	-	-	-	-	-	-	-	1,000,000
Total comprehensive income for the year	-	-	-	-	-	-	-	31,041	31,041
Transfer to reserves	-	-	3,227	3,227	-	-	-	(6,454)	-
Balance at December 31, 2021	15,000,000	(946,660)	1,227,270	1,117,914	1,106,600	-	-	7,106,269	24,611,393

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

Real-Estate Trade Centers Company K.P.S.C
Kuwait

Statement of cash flows for the year ended December 31, 2021

"All Amounts are in Kuwaiti Dinar"

	<u>2021</u>	<u>2020</u>
Operating activities		
Net profit for the year	31,041	33,757
Adjustments		
Depreciation	154	121
Unrealized gain on change in fair value of investment property	(84,564)	(134,796)
Liabilities no longer required	(38,924)	–
Provision for end of service benefits	–	2,834
Interests income	(6,407)	(715)
Operating loss before changes in working capital	(98,700)	(98,799)
Receivables and other debit balances	1,160	1,323
Related parties – net	2,546,797	627,225
Payables and accrued expenses	(32,573)	(12,439)
End of service benefits paid	(5,566)	–
Net cash from operating activities	<u>2,411,118</u>	<u>517,310</u>
Investing activities		
Investment properties	(1,474,936)	–
Purchase of property and equipment	(560)	–
Net change in properties under development	(3,598)	(4,860)
Interest income received	6,407	715
Net cash used in investing activities	<u>(1,472,687)</u>	<u>(4,145)</u>
Financing activities		
Purchase of treasury shares	–	(34,985)
Net cash used in financing activities	<u>–</u>	<u>(34,985)</u>
Net increase in cash and cash equivalents	938,431	478,180
Cash and cash equivalents at beginning of the year	553,730	75,550
Cash and cash equivalents at end of the year	<u>1,492,161</u>	<u>553,730</u>

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

Real-Estate Trade Centers Company K.P.S.C

Kuwait

Notes to the financial statements for the financial year ended December 31, 2021

"All Amounts are in Kuwaiti Dinar unless otherwise stated"

1- Formation and activities

Real-Estate Trade Centers Company was incorporated as a Limited Liability Company in accordance with memorandum of association no. 51 Volume1 dated January 6, 1999 and subsequent amendments, the latest was for the transfer of legal form to be Kuwaiti Shareholding Company Closed in accordance with authenticated memorandum and articles of association no. 5772 Volume 1 on August 9, 2006 and subsequent amendments, , the latest was authenticated with commercial register dated May 19, 2021 to increase the share capital. The Company was listed in Kuwait Stock Exchange on December 28, 2010.

The Company's licensed activities:

- Owning, selling and purchasing of properties and lands and developing them for the Company's favor inside the State of Kuwait and abroad. Also, property management of third parties and leasing and marketing properties. These activities should not be performed against the active laws including the prohibition for the trade in private residential units as stated in these laws.
- Owning, selling and purchasing securities and debentures of real estate companies, inside the State of Kuwait and abroad.
- Preparation of real estate feasibility studies and providing all kind of related consultations, providing that the person making such service should be qualified.
- Owning and managing hotels, health and sport clubs, private hospitals and tourist premises and leasing them.
- Maintenance works related to the buildings and real estates owned by the Company and others, including civil, mechanical, electrical, elevators and air conditioning works necessary to maintain the buildings and its safety.
- Managing, operating, investing and leasing to/from others hotels, clubs, motels, guest houses, rest houses, parks, gardens, exhibitions, restaurants, cafeterias, residential complexes, resorts, hospitals, health project, entertainment projects and shops, together with providing all kind of necessary services ad utilities..
- Organizing real estate exhibitions related to the Company's projects in accordance with the Ministry's applicable laws.
- Owning and managing the commercial markets and residential complexes.
- Real estate auctions in accordance with the Ministry's applicable laws.
- Investing the surplus funds of the Company in financial and real estate portfolios managed by specialized companies.
- Direct investment in establishing the infrastructure of residential, commercial, industrial, tourist, construction and sports projects and areas in accordance with the Building Operating and Transferring (BOT) system and management of real estate properties in accordance with (BOT) system either for the Company or others.
- Provide management services for real-Estate projects and preparing related studies.
- Real-Estate development and owning of buildings and real estate projects and preparing related studies.
- Land development and owning of buildings and real-estate, commercial, residential, industrial and tourist projects and implementing them directly or through third parties in the interest of the Company or for others.
- Permissible for the Company to buy and sell its shares of not exceeding 10% of it's issued shares.

Real-Estate Trade Centers Company K.P.S.C Kuwait

Notes to the financial statements for the financial year ended December 31, 2021

"All Amounts are in Kuwaiti Dinar unless otherwise stated"

The Company has the right to conduct the above activities inside and outside State of Kuwait directly or through agency and the Company may have an interest or participate with others having similar activities or assist it in accomplishing its activities inside or outside Kuwait or purchase these companies.

The registered address of the Company is Salheya – Block 23 – First Floor – Entrance No. 2, and postal address is P.O. Box 26400 – Safat13124Kuwait.

These financial statements have been authorized for issuance in accordance with Board of Directors meeting held on March 16, 2022 subject to the approval of general assembly which has the authority to amend these financial statements.

2- Adoption of new and revised Standards

2/1) New and amended IFRS Standards that are effective for the current year

The accounting policies used in the preparation of these financial statements are consistent with those used in the previous year and new and amended IFRS standards which are effective for the current year.

- **Impact of the initial application of Interest Rate Benchmark Reform**

The Phase 1 amendments Interest Rate Benchmark Reform – Amendments to IFRS 9, IAS 39 and IFRS 7 – modify specific hedge accounting requirements to allow hedge accounting to continue for affected hedges during the period of uncertainty before the hedged items or hedging instruments are amended as a result of the interest rate benchmark reform.

The Phase 2 amendments Interest Rate Benchmark Reform - Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 – reflect the effects of transitioning from interbank offered rates (IBOR) to alternative benchmark interest rates (also referred to as 'risk free rates' or RFRs) without giving rise to accounting impacts that would not provide useful information to users of financial statements.

- **Impact of the initial application of COVID-19 related rent concessions beyond June 30, 2021 – Amendment to IFRS 16**

The Company early adopted Covid-19 related rent concessions (Amendment to IFRS 16) provided practical relief to lessees in accounting for rent concessions occurring as a direct consequence of COVID-19, by introducing a practical expedient to IFRS 16. This practical expedient was available to rent concessions for which any reduction in lease payments affected payments originally due on or before June 30, 2021.

In March 2021, the Board issued Covid-19 related rent concessions beyond June 30, 2021 (Amendment to IFRS 16) that extends the practical expedient to apply to reduction in lease payments originally due on or before June 30, 2022.

The practical expedient permits a lessee to elect not to assess whether a COVID-19 related rent concession is a lease modification. A lessee that makes this election shall account for any change in lease payments resulting from the COVID-19 related rent concession applying IFRS 16 as if the change were not a lease modification.

Real-Estate Trade Centers Company K.P.S.C Kuwait

Notes to the financial statements for the financial year ended December 31, 2021 "All Amounts are in Kuwaiti Dinar unless otherwise stated"

The practical expedient applies only to rent concessions occurring as a direct consequence of COVID-19 and only if all of the following conditions are met:

- The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change
- Any reduction in lease payments affects only payments originally due on or before June 30, 2022 (a rent concession meets this condition if it results in reduced lease payments on or before June 30, 2022 and increased lease payments that extend beyond June 30, 2022)
- There is no substantive change to other terms and conditions of the lease

There are no impacts for these amendments on the financial statements of the Company.

2/2) New and revised IFRS Standards in issue but not yet effective

The Company did not adopt, up to the approval of these financial statement, the below new and revised IFRS standards that are issued, but not yet effective. The Company intends to adopt these new and revised standards, if applicable, when they become effective.

Standard	Description
IFRS 17 (including the June 2020 amendments to IFRS 17)	• Insurance Contracts
Amendments to IFRS 10 and IAS 28	• Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
Amendments to IAS 1	• Classification of Liabilities as Current or Non-current
Amendments to IFRS 3	• Reference to the Conceptual Framework
Amendments to IAS 16	• Property, Plant and Equipment—Proceeds before Intended Use
Amendments to IAS 37	• Onerous Contracts – Cost of Fulfilling a Contract
Amendments to IAS 1 and IFRS Practice Statement 2	• Disclosure of Accounting Policies
Amendments to IAS 8	• Definition of Accounting Estimates
Amendments to IAS 12	• Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The management do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Company in future periods.

Real-Estate Trade Centers Company K.P.S.C
Kuwait

Notes to the financial statements for the financial year ended December 31, 2021

"All Amounts are in Kuwaiti Dinar unless otherwise stated"

- **IFRS 17 Insurance Contracts**

IFRS 17 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes IFRS 4 Insurance Contracts.

IFRS 17 outlines a general model, which is modified for insurance contracts with direct participation features, described as the variable fee approach. The general model is simplified if certain criteria are met by measuring the liability for remaining coverage using the premium allocation approach.

The general model uses current assumptions to estimate the amount, timing and uncertainty of future cash flows and it explicitly measures the cost of that uncertainty. It takes into account market interest rates and the impact of policyholders' options and guarantees.

In June 2020, the Board issued Amendments to IFRS 17 to address concerns and implementation challenges that were identified after IFRS 17 was published. The amendments defer the date of initial application of IFRS 17 (incorporating the amendments) to annual reporting periods beginning on or after January 1, 2023. At the same time, the Board issued Extension of the Temporary Exemption from Applying IFRS 9 (Amendments to IFRS 4) that extends the fixed expiry date of the temporary exemption from applying IFRS 9 in IFRS 4 to annual reporting periods beginning on or after January 1, 2023.

IFRS 17 must be applied retrospectively unless impracticable, in which case the modified retrospective approach or the fair value approach is applied.

For the purpose of the transition requirements, the date of initial application is the start of the annual reporting period in which the entity first applies the Standard, and the transition date is the beginning of the period immediately preceding the date of initial application.

- **Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures—Sale or Contribution of Assets between an Investor and its Associate or Joint Venture**

The amendments to IFRS 10 and IAS 28 deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent's profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent's profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

The effective date of the amendments has not yet to be set by the Board; however, earlier application of the amendments is permitted. The directors of the Company anticipate that the application of these amendments may have an impact on the Company's financial statements in future periods should such transactions arise.

Real-Estate Trade Centers Company K.P.S.C Kuwait

Notes to the financial statements for the financial year ended December 31, 2021

"All Amounts are in Kuwaiti Dinar unless otherwise stated"

- **Amendments to IAS 1 Presentation of Financial Statements—Classification of Liabilities as Current or Noncurrent**

The amendments to IAS 1 affect only the presentation of liabilities as current or non-current in the statement of financial position and not the amount or timing of recognition of any asset, liability, income or expenses, or the information disclosed about those items.

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The amendments are applied retrospectively for annual periods beginning on or after January 1, 2023 with early application permitted.

- **Amendments to IFRS 3 Business Combinations—Reference to the Conceptual Framework**

The amendments update IFRS 3 so that it refers to the 2018 Conceptual Framework instead of the 1989 Framework. They also add to IFRS 3 a requirement that, for obligations within the scope of IAS 37, an acquirer applies IAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of IFRIC 21 Levies, the acquirer applies IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date.

Finally, the amendments add an explicit statement that an acquirer does not recognize contingent assets acquired in a business combination.

The amendments are effective for business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after January 1, 2022. Early application is permitted if an entity also applies all other updated references (published together with the updated Conceptual Framework) at the same time or earlier.

- **Amendments to IAS 16 Property, Plant and Equipment – Proceeds before Intended Use**

The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced before that asset is available for use, i.e. proceeds while bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Consequently, an entity recognises such sales proceeds and related costs in profit or loss. The entity measures the cost of those items in accordance with IAS 2 Inventories.

The amendments also clarify the meaning of 'testing whether an asset is functioning properly'. IAS 16 now specifies this as assessing whether the technical and physical performance of the asset is such that it is capable of being used in the production or supply of goods or services, for rental to others, or for administrative purposes.

Real-Estate Trade Centers Company K.P.S.C
Kuwait

Notes to the financial statements for the financial year ended December 31, 2021
"All Amounts are in Kuwaiti Dinar unless otherwise stated"

If not presented separately in the statement of comprehensive income, the financial statements shall disclose the amounts of proceeds and cost included in profit or loss that relate to items produced that are not an output of the entity's ordinary activities, and which line item(s) in the statement of comprehensive income include(s) such proceeds and cost.

The amendments are applied retrospectively, but only to items of property, plant and equipment that are brought to the location and condition necessary for them to be capable of operating in the manner intended by management on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments.

The amendments are effective for annual periods beginning on or after January 1, 2022 with early application permitted.

- **Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets – Onerous Contracts – Cost of Fulfilling a Contract**
 The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract consist of both the incremental costs of fulfilling that contract (examples would be direct labor or materials) and an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The amendments apply to contracts for which the entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which the entity first applies the amendments. Comparatives are not restated. Instead, the entity shall recognize the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings or other component of equity, as appropriate, at the date of initial application.

The amendments are effective for annual periods beginning on or after January 1, 2022 with early application permitted.

- **Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements—Disclosure of Accounting Policies**
 The amendments change the requirements in IAS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term 'significant accounting policies' with 'material accounting policy information'. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements.

The supporting paragraphs in IAS 1 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

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The amendments to IAS 1 are effective for annual periods beginning on or after January 1, 2023, with earlier application permitted and are applied prospectively. The amendments to IFRS Practice Statement 2 do not contain an effective date or transition requirements.

- **Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Accounting Estimates**

The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty".

The definition of a change in accounting estimates was deleted. However, the Board retained the concept of changes in accounting estimates in the Standard with the following clarifications:

- A change in accounting estimate that results from new information or new developments is not the correction of an error
- The effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors

The amendments are effective for annual periods beginning on or after January 1, 2023 to changes in accounting policies and changes in accounting estimates that occur on or after the beginning of that period, with earlier application permitted.

- **Amendments to IAS 12 Income Taxes – Deferred Tax related to Assets and Liabilities arising from a Single Transaction**

The amendments introduce a further exception from the initial recognition exemption. Under the amendments, an entity does not apply the initial recognition exemption for transactions that give rise to equal taxable and deductible temporary differences.

Depending on the applicable tax law, equal taxable and deductible temporary differences may arise on initial recognition of an asset and liability in a transaction that is not a business combination and affects neither accounting nor taxable profit. For example, this may arise upon recognition of a lease liability and the corresponding right-of-use asset applying IFRS 16 at the commencement date of a lease.

Following the amendments to IAS 12, an entity is required to recognize the related deferred tax asset and liability, with the recognition of any deferred tax asset being subject to the recoverability criteria in IAS 12.

The amendments are effective for annual reporting periods beginning on or after January 1, 2023 with earlier application permitted.

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3- Significant accounting policies

3/1) Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB), and Interpretations issued by the International Financial Reporting Interpretation Committee (IFRIC) and the Companies' law requirements in State of Kuwait.

3/2) Accounting convention

- The financial statements are prepared under the historical cost convention, adjusted through the revaluation of some assets according to fair value as explained in detail in the following accounting policies and disclosures.
- The financial statements are presented in Kuwaiti Dinar.

3/3) Recognition, initial measurement and derecognition of financial assets and liabilities

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted by directly attributable transactions costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are described below.

A financial asset (or, where applicable a part of financial asset or part of group of similar financial assets) is derecognised when:

- Rights to receive cash flows from the assets have expired;
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass through' arrangement and either
 - (a) The Company has transferred substantially all the risks and rewards of the asset.
 - (b) The Company has neither transferred nor retained substantially all risks and rewards of the asset but has transferred control of the asset.

If the Company recognised the above conditions but retains control, this results in recognition of a new asset to the extent that the Company continues to participate in the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in statement of profit or loss.

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3/4) Financial instruments

▪ **Classification of financial assets**

The classification is based on both:

- The entity's business model for managing the financial asset and
- The contractual cash flow characteristics of the financial asset.

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

- Financial assets at amortised cost
- Financial assets at fair value through Other Comprehensive Income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL)

At initial recognition, the Company may irrevocably designate a financial asset as measured at FVTPL that otherwise meets the requirements to be measured at amortised cost or at FVTOCI, if doing so eliminates or significantly reduces a measurement or recognition inconsistency (accounting mismatch) that would otherwise arise.

At initial recognition, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in fair value of an equity instrument that is measured at FVTPL, if certain criteria are met.

▪ **Subsequent measurement of financial assets**

• **Financial assets at amortised cost**

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- They are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows and
- The contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial recognition, these are measured at amortised cost using the effective interest rate method, less allowance for impairment. Discounting is omitted where the effect of discounting is immaterial.

Gains or losses recognized on other comprehensive income will be recycled through the statement of profit or loss upon derecognition of the asset (except for investments in equity instruments at fair value through other comprehensive income).

The following financial assets are classified within this category:

❖ **Cash and cash equivalents**

Cash and cash equivalents for the purpose of preparing cash flow statement comprise cash on hand, balances with banks and other financial institutions and short term deposits that are due within three months from the date of placement.

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❖ **Receivables**

These are non-derivative financial assets with fixed or determinable amounts to be collected that are not quoted in an active market. They arise when the Company provides goods and services directly to debtors with no intention of trading the receivables.

❖ **Due from related parties**

These are non-derivative financial assets with fixed or determinable amounts to be collected from related parties. They arise when the Company provides goods, services or/and financial funding directly to the related parties.

The Company shall directly reduce the gross carrying amount of a financial asset when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. A write-off constitutes a derecognition event.

• **Financial assets at FVTOCI**

At initial recognition, the Company may make an irrevocable election (on an instrument by instrument basis) to designate an investments in equity instruments as financial assets at FVTOCI. Such designation is not permitted if the investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has evidence of a recent actual pattern of short term profit earning; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Investments in equity instruments measured at FVTOCI are initially measured at fair value plus transaction costs.

Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income under "fair value reserve". Dividends are recognised in the statement of profit or loss, except for dividends that constitute redemption of portion of the financial asset's cost which then will be recognized in other comprehensive income. Upon derecognition, the cumulative gain or loss is transferred to retained earnings within the statement of changes in equity. The equity instruments at FVTOCI are not subject to impairment test.

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- **Financial assets at FVTPL**

Financial assets that do not meet the criteria for measurement at amortised cost or FVOCI are categorised at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments. The category also contains investments in equity shares.

Assets in this category are measured at fair value with gains or losses recognised in statement of profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

- **Impairment of financial assets**

The adoption of IFRS 9 has significantly changed the calculation methodology of impairment loss from incurred loss model to be in accordance with Expected Credit Loss model ("ECL"). All financial assets are subject to ECL, except for financial assets at FVTPL.

Expected Credit Loss ("ECL")

The measurement of ECL as follows:

- (1) 12 month ECL, consist of financial instruments that are determined to have a low credit risk at the reporting date. Accordingly, the ECL is calculated for the possible default events over a period of 12 months after the reporting date.
- (2) Lifetime ECL, consist of financial instruments financial instruments with a significant increase in credit risk since initial recognition with objective evidence of impairment. ECL is calculated for the possible default events over the lifetime of the financial instrument.

The ECL is calculated either on an individual or collective basis depending on the nature of the underlying portfolio of financial instruments and represents the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. Then the ECL is discounted at the effective interest rate of the financial instrument.

The ECL on financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

The Company applied the simplified method on receivables and bank balances for the calculation of ECL.

The Company recognizes a loss allowance for ECL by reducing the allowance from the carrying value of the financial asset that is measured at amortized cost with a charge to statement of profit or loss. For financial asset measured at FVTOCI, the allowance is recognized in other comprehensive income without reducing the carrying amount of the financial asset in the statement of financial position.

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3/5) Investment properties

Investment properties consist of lands and properties held by the Company for capital appreciation or rental income. Investment properties are initially stated at cost which represents the fair value against the consideration given including possession fees for the investment properties. After preliminary recognitions, the investment properties are re-measured at fair value as of financial position date based on actual valuation from independent and registered evaluator. Gains or losses arising on change in fair value are recognized in the statement of profit or loss.

3/6) Property under development

Property under development is recognized at cost in addition to development expenses. When development process is completed, the property is classified either as investment property or as property and equipment for the purpose of the Company's use according to the intention of the management for the future use of these properties.

3/7) Property and equipment

Property and equipment are stated at the historical cost less accumulated depreciation. The recoverable values of property and equipment are reviewed at financial position date. If the recoverable value of property and equipment decreased from the book value, the book value is written down to the recoverable value. If the useful lives are different from the estimated lives of those assets, then the useful lives are adjusted prospectively without retroactive effect.

Property and equipment are depreciated on a straight-line method to reduce the cost of assets to their residual value according to the following:

Tools and equipment	15% - 20%
Furniture and fixtures	15% - 20%

3/8) Intangible assets

Intangible assets represents key money recorded at cost less accumulated amortization and any accumulated impairment losses. Intangible assets are amortized on a straight-line basis over their estimated useful life.

3/9) Impairment of tangible and intangible assets

At each financial position date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the impairment is recorded in the statement of profit or loss. The impairment loss represents the difference between the carrying value of the asset and the estimated recoverable amount of the asset. Recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use. Value in use represents the estimated future cash flows discounted at an appropriate discount rate.

An impairment loss recognized in prior periods for an asset, other than goodwill, shall be reversed, if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. The carrying amount of the asset shall be increased to its recoverable amount. Reversal of an impairment loss shall not exceed the carrying amount that would have been determined (net of amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

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3/10) Revenue recognition

- Revenue from rendering services is recognized when the outcome of a transaction involving that rendering of services can be estimated reliably and when the following conditions are satisfied:
 - The amount of revenue can be measured reliably.
 - It is probable that the economic benefits associated with the transaction will flow to the Company.
 - The stage of completion of the transaction at the financial position date can be measured reliably.
 - The costs incurred for the transaction and the costs to complete the transaction can be measured reliably.
- Dividend income is recognized when the right to receive payment is established.
- Revenue is recognized for sales when the significant risks and rewards are transferred to the buyer, and no significant uncertainties remain regarding the derivation of consideration, associated or the possible return of goods.
- Other categories of income are recognized when earned, at the time the related services are rendered and/ or on the basis of the terms of the contractual agreement of each activity.

3/11) Treasury shares

Treasury shares consist of the Company's own shares that have been issued and subsequently reacquired by the Company and not yet reissued, sold or cancelled. Gain or loss from acquiring, selling, reissuing or cancelling treasury shares is not recognized in the statement of profit or loss. Proceeds on sale or payments on purchase of treasury shares are recorded directly under equity. Gain on sale of treasury shares is recognized separately in the shareholders' equity under "Gain on sale of treasury shares", which is not available for distribution. Loss on sale is charged to the same account to the extent of the available credit balance. Any excess losses are charged to retained earnings then to reserves. Gains realized subsequently on the sale of treasury shares are first used to offset any previously recorded losses in the order of reserves, retained earnings and the gain on sale of treasury shares account. No cash dividends are paid on these shares. The issue of bonus shares increases the number of treasury shares with the same percentage and reduces the average cost per share without affecting the total cost of treasury shares.

3/12) Lease liabilities

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of real estate (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

3/13) Payables and accruals

These are non-derivative financial liabilities. Liabilities are recognized for amounts to be paid in the future for goods or services received/rendered, whether billed by the supplier or not. Measured at amortized cost.

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3/14) Provisions

Provision is recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of the resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each financial position date and adjusted to reflect the current best estimate.

3/15) End of services benefits

End of service benefits for employees is computed as per Kuwait labor law in the private sector and the signed contracts and on the assumption of ending the services of all employees at the financial position date. This obligation is not funded. The management expects that based on this method of calculation a reasonable estimate is made of the obligation of the Company towards employees benefits for past and current periods.

3/16) Foreign currencies translation

The functional currency of the Company is the Kuwaiti Dinar ("KD"). Accordingly, the financial statements are presented in KD. Transactions denominated in foreign currencies are translated into KD at the average rates of exchange prevailing during the year. Monetary assets and liabilities denominated in foreign currencies are retranslated into KD at rates of exchange prevailing at the financial position date. The resultant exchange differences are taken to the statement of profit or loss.

Non-monetary assets and liabilities measured at fair value in a foreign currency are translated to KD at the exchange rates prevailing at the date of determining fair value. For non-monetary assets where the related change in fair value is recognized directly in equity, all foreign exchange differences are recognized directly in equity. In addition, for non-monetary assets where the related change in fair value is recognized in the statement of profit or loss, all foreign exchange differences are recognized in the statement of profit or loss.

3/17) Taxation

Zakat

The Zakat is computed in accordance with law no. 46/2006 and Ministerial Decree no. 58/2007 related to Zakat imposed on the public and closed shareholding companies for the year at 1% of net profit before deducting the Company's provisions and reserves.

National Labor Support Tax

The National Labor Support Tax ("NLST") is computed in accordance with law no. 19/2000 and Ministerial Decree no. 24/2006 related to the NLST imposed on listed shareholding companies in Bursa Kuwait for the year at 2.5% of net profit before deducting the Company's provisions and reserves.

Kuwait Foundation for Advancement of Science

The contribution to Kuwait Foundation for Advancement of Science ("KFAS") is computed at 1% of net profit after deducting the current year appropriation to statutory reserve.

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3/18) Contingencies

Contingent liabilities are not recognized in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying Economic benefits is remote. Contingent assets are not recognized but disclosed when an inflow of economic benefits is probable.

3/19) Significant accounting judgments and estimates and uncertainties

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported balances of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the recorded amounts of revenues and expenses during the year. Although these estimates are based on management's best knowledge of current events, actual results may differ for those estimates.

Accounting judgments

The Company has used the following significant judgments and estimates, regardless of other estimates, upon applying the accounting policies which has significantly affected the reported amounts in the financial statements.

Classification of financial assets

Management decides on acquisition of financial assets whether it should be classified at amortized cost, FVTPL or FVTOCI.

Classification of financial assets at FVTPL depends on business model and how management monitors the performance of these financial assets. When they are not classified as held for trading but have readily available reliable fair values and the changes in fair values are reported as part of statement of profit or loss in the management accounts, they are classified at FVTPL. All other financial assets are classified at FVTOCI.

Classification of property

Upon acquisition of a land, the management classifies the land into one of the following categories, based on the intention of the management for the use of the land.

- Properties under development
When the intention of the management is to develop a land in order to use, lease or sell in the future, both the land and the construction costs are classified as properties under development till the properties are ready for intended use.
- Investment properties
When the intention of the management is to earn rentals from land or hold land for capital appreciation or if the intention is not determined for land by Company.

Impairment of financial assets

Management determines the adequacy of the allowance for impairment loss based upon periodical reviews on individual basis, current economic conditions, past experience and other pertinent factors.

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Useful lives of tangible assets

As described under the significant accounting policies note 3, the Company reviews the estimated useful lives over which its tangible assets are depreciated and amortized. The Company's management is satisfied that the estimates of useful lives are appropriate.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the financial statements date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Valuation of unquoted equity investments

Valuation of unquoted equity instrument is normally based on one of the following:

- Recent arm's length market transactions
- Fair value of other similar instruments that is substantially the same
- The expected cash flows discounted at current rates applicable for items with similar terms and risk characteristics.
- Other valuation models.

The determination of the cash flows and discount factors for financial assets requires significant estimation.

4- Property and equipment

	Machinery, tools and equipment	Furniture and fixtures	Total
Cost			
Balance at January 1, 2021	8,299	48,481	56,780
Additions	-	560	560
Balance at December 31, 2021	8,299	49,041	57,340
Depreciation			
Balance at January 1, 2021	8,232	48,480	56,712
Charges for the year	65	89	154
Balance at December 31, 2021	8,297	48,569	56,866
Net Book Value			
December 31, 2021	2	472	474
December 31, 2020	67	1	68

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5- Intangible assets

	<u>2021</u>	<u>2020</u>
Cost		
Balance at beginning year	<u>250,000</u>	<u>250,000</u>
Balance at end of year	<u>250,000</u>	<u>250,000</u>
Amortization		
Balance at beginning year	<u>249,999</u>	<u>249,999</u>
Balance at end of year	<u>249,999</u>	<u>249,999</u>
Net book value	<u>1</u>	<u>1</u>

6- Properties under development

	<u>2021</u>	<u>2020</u>
Revalued properties under development	<u>10,106,600</u>	<u>10,106,600</u>
Total additions under progress	<u>1,110,620</u>	<u>1,107,022</u>
	<u>11,217,220</u>	<u>11,213,622</u>

The properties under development is aimed to establish equestrian club and related commercial activities, which is constructed on leased land from the State of Kuwait in Northern Sabhan for a period of 20 years starting from March 11, 2007. During 2006, the properties under development had been revalued by independent external evaluator upon converting the legal form of the Company from limited liability company to Kuwaiti Shareholding Company (Closed) at the value of KD 10,106,600 whereby an amount of KD 9,000,000 was considered in-kind capital in accordance with the Articles of Association and an amount of KD 1,106,600 as revaluation surplus from properties under development. The surplus is included under shareholders' equity and not subject to distribution to shareholders.

The Company obtained revaluations from one independent evaluator as of December 31, 2021 and did not obtain a revaluation from a bank. The lower fair value amount to KD 12,850,000. Accordingly, no indications have been identified for the existence of impairment in value. The fair value has no effect on the financial statements.

Real-Estate Trade Centers Company K.P.S.C**Kuwait****Notes to the financial statements for the financial year ended December 31, 2021***"All Amounts are in Kuwaiti Dinar unless otherwise stated"***7- Investment properties**

	<u>2021</u>	<u>2020</u>
Balance at beginning of the year	12,716,415	12,581,619
Additions	4,805,190	-
Change in fair value	84,564	134,796
	<u>17,606,169</u>	<u>12,716,415</u>

These investment properties represent the value of lands and buildings owned by the Company located in the State of Kuwait and Syrian Arab Republic.

The Company obtained revaluation for two properties in the Syrian Arab Republic from certified independent evaluator as at December 31, 2021 with a fair value amount to SYP 133,805,000,000 equivalent to KD 16,111,169 that has been recognized in the financial statements resulting in unrealized gain amount to KD 64,500 (2020: gain KD 134,796).

Property in the State of Kuwait have been revalued by two independent evaluators, one of them is a bank, as of December 31, 2021 and the lowest fair value was used amount to KD 1,495,000 resulting in unrealized gain amount to KD 20,064 which was recognized in the financial statements.

8- Receivables and other debit balances

	<u>2021</u>	<u>2020</u>
Receivable from sale of financial asset	-	3,330,254
Advances to suppliers	20,431	21,551
Prepaid expenses	1,231	1,269
Refundable deposits	11,640	11,640
Others	10	12
	<u>33,312</u>	<u>3,364,726</u>

The management believes that the carrying value of receivable and other debit balances approximates its fair value which is recoverable.

9- Cash and cash equivalents

	<u>2021</u>	<u>2020</u>
Cash at banks	1,482,054	553,412
Petty cash	10,107	318
	<u>1,492,161</u>	<u>553,730</u>

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10- Share capital

The extra-ordinary general assembly held on May 3, 2021 has approved the increase of share capital from KD 14,000,000 to be KD 15,000,000 through the transfer of an amount of KD 1,000,000 from the credit balances due to related parties. This increase has been authenticated in the commercial register on May 19, 2021 after the approval of the Capital Market Authority.

The authorized, issued and fully paid-up share capital of the Company amount to KD 15,000,000 divided into 150,000,000 shares of fils 100 each. The paid-up share capital consist of:

	<u>No. of shares (Share)</u>	<u>Value</u>
In-kind shares	90,000,000	9,000,000
Paid-up in cash shares	60,000,000	6,000,000
	<u>150,000,000</u>	<u>15,000,000</u>

11- Treasury shares

	<u>2021</u>	<u>2020</u>
Number of treasury shares (shares)	11,250,000	11,250,000
Cost of treasury shares (KD)	946,660	946,660
Market value of total shares (KD)	787,500	315,000
Percentage of issuing shares	7.5%	8.04%

12- Statutory reserve

In accordance with the requirements of the Companies' Law and the Company's articles of association, 10% of annual profit to be transferred to the statutory reserve. The shareholders may discontinue such transfer when the reserve reaches 50% of share capital. This reserve is not available for distribution except in cases stipulated by law and the Company's articles of association.

13- Voluntary reserve

As required by the Company's articles of association, 10% of annual profit to be transferred to voluntary reserve. Such transfer may be discontinued by the approval of general assembly based on the recommendation of board of directors.

14- Transactions with related parties

Related parties ordinarily comprise shareholders, directors, executive officers and senior management members of the Company, their families and companies of which they are the principal owners or over which they are able to exercise significant influence. The Company's management decides on the terms and conditions of the transactions and services received/rendered from/to related parties besides other expenses. Amounts due from/to related parties are interest free.

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The balances and significant transactions with related parties consist of:

	<u>2021</u>	<u>2020</u>
Statement of financial position		
Due from a related party	50,000	2,457,201
Due to related parties	5,452,517	6,312,921

The due to related parties has been classified under non-current liabilities based on confirmation in writing that the payment will not be called within the next 12 months from the date of financial position.

	<u>2021</u>	<u>2020</u>
Transactions		
Due to related party transferred to share capital (Note 10)	1,000,000	-

15- Payables and accrued expenses

	<u>2021</u>	<u>2020</u>
Contribution to Kuwait Foundation for the Advancement of Science and Zakat	153,889	153,332
National Labor Support Tax	18,090	17,423
Accrued expenses and other liabilities	146,997	207,944
	<u>318,976</u>	<u>378,699</u>

16- General and administrative expenses

	<u>2021</u>	<u>2020</u>
Printing and stationery	469	131
Rent	17,205	16,290
Fees and subscriptions	17,528	15,826
Advertising and promotion	501	465
Bank charges	373	527
Legal and professional fees	12,976	3,750
Other expenses	1,604	1,954
	<u>50,656</u>	<u>38,943</u>

17- Earnings per share

Earnings per share is calculated by dividing net profit for the year by the weighted average number of ordinary shares outstanding less weighted average during the year as follows:

	<u>2021</u>	<u>2020</u>
Net profit for the year	31,041	33,757
Weighted average number of ordinary shares outstanding during the year (shares)	138,750,000	129,104,590
Earnings per share (fils)	<u>0.22</u>	<u>0.26</u>

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18- Segment information

- a) The Company's different divisions are considered one operating segment as the operations of those divisions are inter-related and of similar nature. Segment information is based on the geographic regions.
- b) The assets, liabilities and equity of the Company are distributed over the following geographical regions:

	<u>2021</u>	<u>2020</u>
	<u>Assets</u>	<u>Assets</u>
State of Kuwait	14,288,168	14,259,094
Syrian Arab Republic	16,111,169	16,046,669
	<u>30,399,337</u>	<u>30,305,763</u>
	<u>2021</u>	<u>2020</u>
	<u>Liabilities and equity</u>	<u>Liabilities and equity</u>
State of Kuwait	30,399,337	30,305,763
	<u>30,399,337</u>	<u>30,305,763</u>

- c) The geographic distribution for the main activities of the Company are as follows:

	<u>December 31, 2021</u>		
	<u>State of Kuwait</u>	<u>Syrian Arab Republic</u>	<u>Total</u>
Income	74,800	64,500	139,300
Expenses and other charges	(108,259)	-	(108,259)
	<u>(33,459)</u>	<u>64,500</u>	<u>31,041</u>
	<u>December 31, 2020</u>		
	<u>State of Kuwait</u>	<u>Syrian Arab Republic</u>	<u>Total</u>
Income	715	134,796	135,511
Expenses and other charges	(101,754)	-	(101,754)
	<u>(101,039)</u>	<u>134,796</u>	<u>33,757</u>

19- General assembly

As of May 3, 2021 the ordinary and extra-ordinary general assembly for the year ended December 31, 2020 has been held and approved the following:

- Financial statements for the year ended December 31, 2020.
- No dividend distribution to shareholders;
- No payment of remuneration to the board of directors.
- Increase of share capital of the Company from KD 14,000,000 to be for the amount of KD 15,000,000 through the transfer of an amount of KD 1,000,000 from the credit balances due to related parties. Such increase has been authenticated in the commercial register on May 19, 2021 after the approval of the Capital Markets Authority.

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20- Legal case

There is a verdict against the Company in favor of a local company for the amount of KD 105 thousand in addition to the legal interest. The court of cassation ceased the implementation of the verdict until final conclusion achieved. This verdict does not have negative effect on the financial position of the Company.

21- Capital commitments

The Company had capital commitments as of December 31, 2021 against property under development amount to approximately KD 900,000 (2020: KD 900,000).

22- Financial instruments and risks management

A) Financial instruments:

Significant accounting policies

Details of the significant accounting policies, including the criteria for measurement and recognition of revenue and expenses, in respect of each class of financial assets and liabilities, are disclosed in note (3) to the financial statements.

Categories of financial instruments

The Company's financial assets and financial liabilities are categorized in the statement of financial position consist of cash and cash equivalents, receivables and other debit balance, payables and other credit balances and due from/to related parties.

Fair value of financial instruments

Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in force or liquidation sale. The Company used recognized assumptions and methods to estimate the fair value of the financial instruments. The fair value of financial assets and financial liabilities are determined as follows:

- The fair value of financial assets and financial liabilities with standard terms and conditions and trade on active liquid markets is determined with reference to quoted market prices.
- The fair value of other financial assets and financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar financial instruments.
- The fair values of financial instruments carried at amortized cost are not significantly different from their carrying values.

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B) Financial risks management

The Company uses financial instruments, which exposes it to a variety of financial risks such as credit risks, market risks, liquidity risks and cash flow interest rate risks. The management of the Company continuously reviews its risk exposures to minimize the risks to acceptable levels.

The Board of Directors provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risks, interest rate risks, credit risks and investment of excess liquidity.

The significant risks that the Company is exposed to are discussed below:

• **Market risks**

Market risk results from the fluctuation of its components such as equity prices, interest rates and foreign currency rates. Management evaluates these risks periodically in order to minimize its effects on the Company's financial instruments.

Foreign currency risks

Foreign currency risks arise from transactions in foreign currencies other than the functional currency of the Company. The Company manages these risks by setting policy parameters on transactions in foreign currencies.

The table below summarizes the net effect on the Company's profit or loss as a result of estimated changes in foreign currency rates of major currencies handled by the Company, with all other variables held constant:

<u>Currency</u>	<u>Change in currency rate</u>	<u>Net effect on profit or loss</u>	
		<u>2021</u>	<u>2020</u>
US Dollar	(±) 2%	(±) 322,223	(±) 254,328

Cash flow interest rate risks

Interest rate risks arise from fluctuation in interest rates associated with assets and liabilities exposing the Company's profit or loss and operating cash flows substantially to changes.

The Company analysis its interest rate exposure on a dynamic basis to minimize the significant undesirable future cash flow effects.

Currently, the Company is not significantly exposed to interest rate risk, since there are no floating interest-bearing assets and liabilities as at reporting date.

Equity price risks

Equity price risk is the risk that the fair values of equity securities decrease as a result of the changes in the level of equity indices and the value of the individual stocks. Equity price risk arises from changes in the fair values of equity investments and other managed investments. Currently, the Company is not exposed to such risk.

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- **Credit risks**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation causing the other party to incur a financial loss. Financial assets, which potentially subject the Company to credit risk, consist principally of bank balances and receivables. The cash deposited at local banks. The receivables are presented net of allowance for expected credit loss, if any.

- **Liquidity risks**

Liquidity risk is the risk that the Company will be unable to meet its obligations when due. To minimize liquidity risk, management monitors liquidity periodically by forecasting future cash flow.

The maturity of liabilities stated below based on the period from the financial position date to the contractual maturity date. In case the liabilities do not have a contractual maturity date, the maturity is based on management's estimate for liquidating assets to settle liabilities:

	December 31, 2021		
	Within 1 year	More than 1 year	Total
Payables and accrued expenses	318,976	-	318,976
Due to related parties	-	5,452,517	5,452,517
End of service benefits	-	16,451	16,451
	<u>318,976</u>	<u>5,468,968</u>	<u>5,787,944</u>
	December 31, 2020		
	Within 1 year	More than 1 year	Total
Payables and accrued expenses	378,699	-	378,699
Due to related parties	-	6,312,921	6,312,921
End of service benefits	-	33,791	33,791
	<u>378,699</u>	<u>6,346,712</u>	<u>6,725,411</u>

23- Capital risk management

The boards of director's objectives in managing the capital are:

- To safeguard the Company ability to continue as a going concern to be able to provide returns to shareholders and benefits to other beneficiaries.
- To maintain optimal returns to shareholders by pricing products and services commensurately with risk level.

The Company determines share capital that is adequate for risks, manages its capital structure and adjusts it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

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24- Significant events

The outbreak of coronavirus ("COVID-19") pandemic across the globe since 2020 has caused disruption to business and economic activities and uncertainties in the global economic environment. Management assessed the impact of the pandemic on the significant estimates and judgments applied by them in arriving at the Company's reported amounts of financial and non-financial assets as of December 31, 2021.

Based on Management's assessment, it believes that the Company has the required liquidity and plans to settle its current liabilities. Also, the pandemic has affected the business of the Company and its results, which is represented by decrease in revenue and eventually had an effect on net profit or loss. The financial statements reflect the effect resulting from the pandemic in accordance with the requirements of IFRSs.

The management is continuously revising their assumptions, estimates and judgments and monitoring the liquidity position according to emerging events.