

**AL-MAZAYA HOLDING COMPANY - K.S.C. (PUBLIC)
AND ITS SUBSIDIARIES
STATE OF KUWAIT
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2019
WITH
INDEPENDENT AUDITOR'S REPORT**

AL-MAZAYA HOLDING COMPANY - K.S.C. (PUBLIC)
AND ITS SUBSIDIARIES
STATE OF KUWAIT

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2019
WITH
INDEPENDENT AUDITOR'S REPORT

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INDEPENDENT AUDITOR'S REPORT

The Shareholders
Al-Mazaya Holding Company - K.S.C. (Public)
State of Kuwait

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Al-Mazaya Holding Company - K.S.C. (Public) "the Parent Company" and its subsidiaries (the Group) which comprise the consolidated statement of financial position as at December 31, 2019, and the consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2019, and its consolidated financial performance and its consolidated 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 Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with ethical requirements that are relevant to our audit of the consolidated financial statements in the State of Kuwait, and we have fulfilled our other ethical responsibilities in accordance with the (IESBA Code). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We identified the following key audit matters:

Valuation of investment properties

Investment properties as of December 31, 2019 amounting to KD 171,152,381 form a significant part of the total assets of the Group. The determination of the fair value of such properties is a subjective area and is highly dependent on judgements and estimates. Accordingly, the valuation of investment properties is considered a key audit matter. The Group performs an annual valuation exercise through licensed valuers to determine the fair value of the investment properties. These valuations are dependent on certain key assumptions such as estimated rental revenues, discount rates, occupancy rates, market knowledge, developers risk and historical transactions. In estimating the fair value of investment properties, valuers used the comparable market price, income capitalization and discounted cash flow techniques and had considered the nature and usage of the investment properties. We reviewed the valuation reports from the licensed valuers and checked the adequacy of disclosures in the consolidated financial statements, which is included in Note 9.

Properties held for trading

Properties held for trading as of December 31, 2019 amounting to KD 17,079,258 represent a significant part of total assets and are carried at the lower of cost or net realizable value, which requires management's judgement in determining the appropriate costing basis and provision for write down of properties held for trading since they are based on forecast of estimated selling prices less costs to sell and reviewing whether the provision is adequate. Given the size and complexity of determining the net realizable value of properties held for trading, we addressed this as a key audit matter.

We have tested a sample of properties held for trading to ensure that its recorded at cost or net realizable value. Hence, we obtained valuation reports, reviewed the appropriateness of the valuation techniques and reasonableness of data used in determination of selling price and reviewed the assumptions and estimates made by the management. Finally, we reviewed the appropriateness of disclosures relating to properties held for trading, as shown in Note 6 to the consolidated financial statements.

Other Information

Other information consists of the information included in the Group's 2019 Annual Report, other than the consolidated financial statements and our auditor's report thereon. Management is responsible for the other information. Our opinion on the consolidated financial statements does not cover the other information attached to it, and we do not and we will not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those Charged with Governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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 Those Charged with Governance 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 Those Charged with Governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in 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

In our opinion, proper books of account have been kept by the Parent Company and the consolidated financial statements, together with the contents of the report of the Parent Company's Board of Directors relating to these consolidated financial statements, are in accordance therewith. We further report that we obtained all the information and explanations that we required for the purpose of our audit and that the consolidated financial statements incorporate all information that is required by the Companies Law No. 1 of 2016, and its Executive Regulations, as amended, and by the Parent Company's Memorandum of Incorporation and Articles of Association, as amended, that an inventory was duly carried out and that, to the best of our knowledge and belief, no violations of the Companies Law No. 1 of 2016, and its Executive Regulations, as amended, or of the Parent Company's Memorandum of Incorporation and Articles of Association, as amended have occurred during the financial year ended December 31, 2019 that might have had a material effect on the business or financial position of the Parent Company.

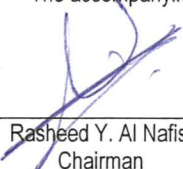
State of Kuwait
January 29, 2020

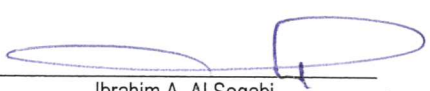

Dr. Shuaib A. Shuaib
Licence No.- 33A
RSM Albazie & Co.

AL-MAZAYA HOLDING COMPANY - K.S.C. (PUBLIC)
AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS OF DECEMBER 31, 2019
(All amounts are in Kuwaiti Dinars)

	<u>ASSETS</u>	Note	2019	2018
Current assets:				
Cash and cash equivalents		3	9,902,507	7,169,433
Financial assets at fair value through profit or loss ("FVPL")		4	826,000	981,739
Accounts receivable and other debit balances		5	14,607,937	10,643,140
Properties held for trading		6	17,079,258	41,741,409
Total current assets			42,415,702	60,535,721
Non-current assets:				
Financial assets at fair value through other comprehensive income ("FVOCI")		7	3,115,718	4,679,356
Investment in an associate		8	9,859,742	9,852,650
Investment in joint venture		11	-	1,190,947
Investment properties		9	171,152,381	146,379,207
Property, plant and equipment			540,684	729,808
Goodwill		10	2,254,210	2,254,210
Total non-current assets			186,922,735	165,086,178
Total assets			229,338,437	225,621,899
	<u>LIABILITIES AND EQUITY</u>			
Current liabilities:				
Accounts payable and other credit balances		12	8,945,123	12,377,570
Advances from customers			668,820	1,217,789
Lease liabilities		13	1,027,062	-
Islamic bank facilities		14	5,314,744	13,230,013
Term loans		15	1,960,726	1,338,289
Total current liabilities			17,916,475	28,163,661
Non-current liabilities:				
Accounts payable and other credit balances		12	6,827,032	6,090,823
Lease liabilities		13	12,922,160	-
Islamic bank facilities		14	91,868,247	78,365,088
Term loans		15	5,404,019	7,562,722
Provision for end of service indemnity			1,424,854	1,316,577
Total non-current liabilities			118,446,312	93,335,210
Total liabilities			136,362,787	121,498,871
Equity:				
Share capital		16	68,827,896	68,827,896
Share premium			21,655,393	21,655,393
Treasury shares		17	(19,288,845)	(20,009,108)
Statutory reserve		18	14,469,647	14,469,647
Voluntary reserve		19	-	11,010,499
Fair value reserve			(3,293,389)	(1,700,263)
Employees' share option plan			237,109	412,795
Other reserves			731,986	731,986
Foreign currency translation reserve			(8,472,837)	(7,336,181)
Retained earnings			5,020,551	3,225,336
Equity attributable to the shareholders of the Parent Company			79,887,511	91,288,000
Non-controlling interests			13,088,139	12,835,028
Total equity			92,975,650	104,123,028
Total liabilities and equity			229,338,437	225,621,899

The accompanying notes (1) to (31) form an integral part of the consolidated financial statements.


Rasheed Y. Al Nafisi
Chairman


Ibrahim A. Al Soqabi
Chief Executive Officer

AL-MAZAYA HOLDING COMPANY - K.S.C. (PUBLIC)
AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED DECEMBER 31, 2019
(All amounts are in Kuwaiti Dinars)

	Note	2019	2018
Revenue:			
Revenue from sale of properties held for trading	21	19,084,068	13,576,215
Rental Income	21	8,726,764	8,384,650
Net management fees and commission income		52,344	95,233
Total revenue		27,863,176	22,056,098
Cost of revenue:			
Cost of sale of properties held for trading		(20,971,859)	(10,985,182)
Cost of rental		(1,705,005)	(1,631,770)
Cost of revenue		(22,676,864)	(12,616,952)
Total cost of revenue			
Gross profit		5,186,312	9,439,146
Change in fair value of investment properties	9	(769,174)	2,717,880
Loss on sales of investment properties		-	(201,426)
(Impairment loss) reversal of impairment loss on properties held for trading	6	(2,470,542)	58,794
Share of results from an associate	8	46,490	311,207
Share of results from joint venture		587,869	1,190,147
Selling and marketing expenses		(409,051)	(708,711)
General and administrative expenses		(4,198,051)	(5,089,435)
Operating (loss) profit		(2,026,147)	7,717,602
Net investment income	22	540,539	1,089,975
Net other (expenses) income	23	(1,284,098)	2,037,552
Amortization of finance costs related to lease liabilities	13	(315,844)	-
Finance costs		(5,567,876)	(4,873,121)
(Loss) profit for the year before contribution to Kuwait Foundation for the Advancement of Sciences (KFAS), National Labor Support Tax (NLST) and Zakat		(8,653,426)	5,972,008
KFAS		-	(5,653)
NLST		-	(121,860)
Zakat		-	(11,177)
Net (loss) profit for the year		(8,653,426)	5,833,318
Attributable to:			
Shareholders of the Parent Company		(8,768,587)	5,103,588
Non-controlling interests		115,161	729,730
Net (loss) profit for the year		(8,653,426)	5,833,318
(Loss) earnings per share attributable to shareholders of the Parent Company:			
Basic (loss) earnings per share attributable to shareholders of the Parent Company – (Fils)	24	(13.98)	8.17
Diluted (loss) earnings per share attributable to shareholders of the Parent Company – (Fils)	24	(13.93)	8.10

The accompanying notes (1) to (31) form an integral part of the consolidated financial statements.

AL-MAZAYA HOLDING COMPANY - K.S.C. (PUBLIC)
AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2019
(All amounts are in Kuwaiti Dinars)

	Note	2019	2018
Net (loss) profit for the year		(8,653,426)	5,833,318
Other comprehensive loss:			
<u>Items to be reclassified subsequently to statement of profit or loss:</u>			
Group's share of other comprehensive loss from associate	8	(39,398)	(129,144)
Foreign currency translation adjustment		(894,915)	(5,935,713)
<u>Items that will not be reclassified subsequently to statement of profit or loss:</u>			
Change in fair value of financial assets through other comprehensive income		(1,657,519)	(1,794,752)
Other comprehensive loss for the year		(2,591,832)	(7,859,609)
Total comprehensive loss for the year		(11,245,258)	(2,026,291)
Attributable to:			
Shareholders of the Parent Company		(11,498,369)	(2,673,223)
Non-controlling interests		253,111	646,932
Total comprehensive loss for the year		(11,245,258)	(2,026,291)

The accompanying notes from (1) to (31) form an integral part of the consolidated financial statements.

(All amounts are in Kuwaiti Dinars)

The accompanying notes from (1) to (31) form an integral part of the consolidated financial statements.

AL-MAZAYA HOLDING COMPANY - K.S.C. (PUBLIC)
AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2019
(All amounts are in Kuwaiti Dinars)

	2019	2018
Cash flows from operating activities:		
(Loss) profit for the year before contribution Kuwait Foundation for the Advancement of Sciences (KFAS), National Labor Support Tax (NLST), Zakat	(8,653,426)	5,972,008
Adjustments:		
Depreciation	209,642	248,746
Share of results from an associate	(46,490)	(311,207)
Share of results from a joint venture	(587,869)	(1,190,147)
Allowance for expected credit losses	840,706	1,587,171
Allowance for expected credit losses no longer required	(1,075,524)	(37,364)
Impairment loss (reversal) of impairment loss on properties held for trading	2,470,542	(58,794)
Net investment income	(540,539)	(1,089,975)
Change in fair value of investment properties	769,174	(2,717,880)
Loss from sale of investment properties	-	201,426
Provision for employees' end of service indemnity	176,798	349,813
Provision for employees' stock option plan	97,880	212,862
Amortization of finance cost related to lease liabilities	315,844	-
Finance costs	5,567,876	4,873,121
	(455,386)	8,039,780
Change in operating assets and liabilities:		
Accounts receivable and other debit balances	(3,713,856)	2,818,620
Properties held for trading	12,336,911	(8,287,844)
Accounts payable and other credit balances	(4,346,479)	(1,994,435)
Advances from customers	(532,132)	(1,886,837)
Cash flows generated from (used in) operations	3,289,058	(1,310,716)
Employees' end of service indemnity paid	(68,521)	(42,803)
Net cash flows generated from (used in) operating activities	3,220,537	(1,353,519)
Cash flows from investing activities:		
(Increase) decrease in restricted cash balances	(1,408,833)	1,160,270
Paid for investment in a joint venture	-	(800)
Proceeds from sale of financial assets at fair value through profit or loss	170,915	11,024
Advances for purchase of properties	-	(4,681)
Paid for investment properties	(518,579)	(1,325,476)
Proceeds from sale investment properties	-	164,766
Purchase of property, plant and equipment	(20,518)	(469,636)
Cash dividend received	557,220	738,911
Net cash flows (used in) generated from investing activities	(1,219,795)	274,378
Cash flows from financing activities:		
Payment to lease liabilities	(460,000)	-
Net movement in term loans	(702,694)	(2,165,204)
Net movement in Islamic bank facilities	5,536,019	10,541,542
Dividend paid	(42,869)	(4,980,541)
Finance costs paid	(4,768,705)	(3,483,557)
Net cash flows used in financing activities	(438,249)	(87,760)
Net increase (decrease) in cash and cash equivalents	1,562,493	(1,166,901)
Effect on acquisition of a subsidiary (Note 11)	19,760	-
Foreign currency translation adjustments	(258,012)	(1,435,146)
Cash and cash equivalents at the beginning of the year (Note 3)	5,659,963	8,262,010
Cash and cash equivalents at the end of the year (Note 3)	6,984,204	5,659,963
	2019	2018
Non-cash transactions:		
Properties held for trading	(9,567,298)	-
Advance payment for purchase of properties	-	(14,660,610)
Investment properties	17,542,817	14,660,610
Lease liabilities	(7,975,519)	-

The accompanying notes (1) to (31) form an integral part of the consolidated financial statements.

1. Incorporation and activities

Al Mazaya Holding Company "The Parent Company" is a Kuwaiti Public shareholding company listed on Kuwait Boursa and Dubai Financial Market and registered in the State of Kuwait, and was incorporated based on Memorandum of Incorporation under Ref. No. 3501 / Volume 1 dated November 7, 1998 and its subsequent amendments, the latest of which was notarized in the commercial registry number 75203 pursuant to a memo issued from shareholding companies department under Ref. No. 219 dated April 2, 2014.

The Parent Company's main activities based on the Articles of Association are as follows:

Ownership of Kuwaiti and foreign shareholding companies, ownership of shares and portions of limited liability Kuwaiti and foreign companies or participating in the formation of those companies, as well as managing and guaranteeing those companies, granting loans to the companies in which it owns shares in and guaranteeing them towards others, provided that the percentage of participation of the holding company in the capital of the borrowing company is not less than 20%, ownership of industrial property rights including intellectual rights, trade marks, industrial marks, industrial fees or any other rights relating to such assets and leasing them to other companies to utilize them whether inside or outside the state of Kuwait, ownership of the movable assets and real properties needed to operate within the applicable laws, utilization of its available financial surpluses by investing them in financial real estate portfolios managed by specialized companies.

The Parent Company has the right to practice its aforementioned objectives inside the State of Kuwait and abroad for itself or as agent or representative to other, the Parent Company has the right as well to have interest or to participate with entities that practice similar operations or assist the Parent Company in achieving its objectives inside and outside Kuwait, and such it has the right to establish, form partnership, purchase or merge with those entities.

The Parent Company's registered address is P.O. Box 3546, Safat 13036, State of Kuwait.

The consolidated financial statements were authorized for issue by the Parent Company's Board of Directors on January 29, 2020. The consolidated financial statements are subject to the approval of the Annual General Assembly of the shareholders of the Parent Company. The Shareholders Annual General Assembly has the power to amend these consolidated financial statements after issuance.

2. Significant accounting policies

The accompanying consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Significant accounting policies are summarized as follows:

a) Basis of preparation:

The consolidated financial statements are presented in Kuwaiti Dinars ("KD") which is the functional currency of the Parent Company and are prepared under the historical cost basis, except for Financial assets at fair value through profit or loss ("FVPL"), Financial assets at fair value through other comprehensive income ("FVOCI"), and Investment properties which are stated at fair value.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The preparation of consolidated financial statements in conformity with International Financial Reporting Standards requires management to make judgments, estimates and assumptions in the process of applying the Group's accounting policies. Significant accounting judgments, estimates and assumptions are disclosed in Note (2- dd).

New and amended IFRS Standards that are effective for the current year

The accounting policies used in the preparation of these consolidated financial statements are consistent with those used in the previous year except for the changes due to implementation of the following new and amended International Financial Reporting Standards as of January 1, 2019:

Amendments to IFRS 9: Prepayment features with negative compensation

Under IFRS 9, a debt instrument can be measured at amortized cost or at fair value through other comprehensive income, provided that the contractual cash flows are 'solely payments of principal and interest on the principal amount outstanding' (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to IFRS 9 clarify that a financial asset passes the SPPI criterion regardless of the event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract. The amendments should be applied retrospectively and are effective from January 1, 2019.

Amendments to IAS 28: Long-term interests in associates and joint ventures

The amendments clarify that an entity applies IFRS 9 to long-term interests in an associate or joint venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (long-term interests). This clarification is relevant because it implies that the expected credit loss model in IFRS 9 applies to such long-term interests.

The amendments also clarified that, in applying IFRS 9, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognized as adjustments to the net investment in the associate or joint venture that arise from applying IAS 28: Investments in Associates and Joint Ventures.

Annual Improvements 2015 – 2017 Cycle (issued in December 2017)

IFRS 3 – Business Combinations

The amendments clarify that, when an entity obtains control of a business that is a joint operation, it applies the requirements for a business combination achieved in stages, including remeasuring previously held interests in the assets and liabilities of the joint operation at fair value. In doing so, the acquirer remeasures its entire previously held interest in the joint operation.

The Group applies those amendments to business combinations for which the acquisition date is on or after the first annual reporting period beginning on or after January 1, 2019.

IFRS 11 – Joint Arrangements

A party that participates in, but does not have joint control of, a joint operation might obtain joint control of the joint operation in which the activity of the joint operation constitutes a business as defined in IFRS 3. The amendments clarify that the previously held interests in that joint operation are not remeasured.

The Group applies those amendments to transactions in which it obtains joint control on or after the first annual reporting period beginning on or after January 1, 2019.

IAS 23 – Borrowing Costs

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

The Group applies those amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. The Group applies those amendments for annual reporting periods beginning on or after January 1, 2019. Since the Group's current practice is in line with these amendments, the Group does not expect any effect on its consolidated financial statements.

AL-MAZAYA HOLDING COMPANY - K.S.C. (PUBLIC)
AND ITS SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2019
(All amounts are in Kuwaiti Dinars)

Several other amendments and interpretations apply for the first time in 2019, but do not have a material impact on the consolidated financial statements of the Group. The Group has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

New and revised IFRS Standards in issue but not yet effective:

At the date of authorization of these financial statements, the Group has not applied the following new and revised IFRS Standards that have been issued but are not yet effective:

Definition of a Business (Amendments to IFRS 3)

The amendments in Definition of a Business (Amendments to IFRS 3) are changes to Appendix (A) Defined terms, the application guidance, and the illustrative examples of IFRS 3 only. They:

- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs;
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs;
- add guidance and illustrative examples to help entities assess whether a substantive process has been acquired;
- remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs; and
- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

These amendments are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020.

These amendments are not expected to have any material impact on the consolidated financial statements.

b) Basis of consolidation:

The consolidated financial statements incorporate the financial statements of the Parent Company and the following subsidiaries (together the "Group"):

Name of subsidiary	Country of incorporation	Principal activities	Percentage of holding	
			2019	2018
Al Mazaya Real Estate Development Company K.S.C (Closed)	State of Kuwait	Real estate	97.98%	97.98%
Gulf Turkey for General Trading and Contracting Company W.L.L	State of Kuwait	Real estate	98%	98%
First Dubai Real Estate Development Company – K.S.C.P	State of Kuwait	Real estate	89.91%	89.91%
Mezzan Combined For General Trading Company – W.L.L	State of Kuwait	Real estate	99%	99%
Al Yammar Kuwaiti Agriculture Company S.P.C.	State of Kuwait	Real estate	100%	100%
Mazaya Ritim Istanbul Insaat Anonim Sirketi	Turkey	Real estate	90%	90%
Mazaya Real Estate Turkey Gayrimenkul Yatirimlari Anonim Sirketi	Turkey	Real estate	100%	100%
Al Mazaya Lebanon Company- S.A.L (Holding)	Lebanon	Real estate	99.85%	99.85%
Grand Mazaya Real Estate Company W.L.L	KSA	Real estate	99%	99%
Al Mazaya Real Estate Development Company L.L.C	Oman	Real estate	100%	100%
Mazaya Al Ghad – S.P.C.	UAE	Real estate	100%	100%
Al Mazaya Prime for Project Management - W.L.L. (a)	State of Kuwait	Real estate	99%	-

- (a) On July 1, 2019 the Group increased its share in Al Mazaya Prime for Projects development Company – W.L.L. by 19% to be 99%. The Group has control over the financial and operating policies of the Company accordingly, the Group has reclassified its investment in that Company that was previously under joint control from an investment in joint venture to investment in subsidiary (Note 11).

Subsidiaries are those enterprises controlled by the Parent Company. Control is achieved when the Parent Company:

- Has power over the investee.
- Is exposed, or has rights to variable returns from its involvement with the investee.
- Has the ability to use its power to affect its returns.

The Parent Company reassess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control effectively commences until the date that control effectively ceases. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Parent Company gains control until the date when the Parent Company ceases to control the subsidiary. All inter-company balances and transactions, including inter-company profits and unrealized profits and losses are eliminated in full on consolidation. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

A change in the ownership interest of a subsidiary, without a change of control, is accounted for as an equity transaction. The carrying amounts of the group's ownership interests and non-controlling interests are adjusted to reflect changes in their relative interests in the subsidiaries. Any difference between the amount by which non-controlling interests are adjusted and fair value of the consideration paid or received is recognized directly in equity and attributable to owners of the Parent Company. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary;
- Derecognises the carrying amount of any non-controlling interest.
- Derecognises the cumulative translation differences, recorded in equity.
- Recognises the fair value of the consideration received.
- Recognises the fair value of any investment retained.
- Recognises any surplus or deficit in profit or loss.
- Reclassifies the Parent Company's share of components previously recognised in other comprehensive income to profit or loss or retained earnings as appropriate.

c) Current vs non-current classification:

The Group presents assets and liabilities in the consolidated statement of financial position based on current / non-current classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The group classifies all other assets as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

d) Financial instruments:

The Group classifies its financial instruments as "financial assets" and "financial liabilities. Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instruments.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains, and losses relating to a financial instrument classified as a liability are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity. Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle either on a net basis or to realize the asset and settle the liability simultaneously.

Financial assets and financial liabilities carried on the consolidated statement of financial position include cash and cash equivalents, accounts receivable, financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income, term loans, lease liabilities and Islamic bank facilities and accounts payable.

d – 1) Financial assets:

d - 1/1) Classification of financial assets

To determine their classification and measurement category, IFRS 9 requires all financial assets, except equity instruments and derivatives, to be assessed based on a combination of the entity's business model for managing the assets and the instruments' contractual cash flow characteristics.

Business model assessment

The Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objectives and in order to generate contractual cash flows. That is, whether the Group's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'Sell' business model and measured at FVPL. The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios.

Assessment of whether contractual cash flows are solely payments of principal and interest (SPPI test)

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Group assesses whether the financial instruments' cash flows represent Solely Payments of Principal and Interest (the 'SPPI test'). 'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition that may change over the life of the financial asset (for example, if there are repayments of principal or amortization of the premium/discount). The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk.

The Group reclassifies when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent and none occurred during the year.

Initial recognition

Purchases and sales of those financial assets are recognized on settlement date – the date on which an asset is delivered to or by the Group. Financial assets are initially recognized at fair value plus transaction costs for all financial assets not carried at FVPL.

Derecognition

A financial asset (in whole or in part) is derecognized either when: the contractual rights to receive the cash flows from the financial asset have expired; or the Group has transferred its rights to receive cash flows from the financial asset and either

- a) Has transferred substantially all the risks and rewards of ownership of the financial asset, or
- b) Has neither transferred nor retained substantially all the risks and rewards of the financial asset, but has transferred control of the financial asset. Where the Group has retained control, it shall continue to recognize the financial asset to the extent of its continuing involvement in the financial asset.

Measurement categories of financial assets

The Group classifies its financial assets upon initial recognition into the following categories:

- Debt instruments at amortized cost.
- Debt instruments at fair value through other comprehensive income (FVOCI), with gains or losses recycled to consolidated statement of profit or loss on derecognition.
- Equity instruments at FVOCI, with no recycling of gains or losses to consolidated statement of profit or loss on derecognition.
- Financial assets at fair value through profit or loss FVPL.

Debt instruments at amortized cost

A financial asset is measured at amortized cost if it meets both of the following conditions:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments measured at amortized cost are subsequently measured at amortized cost using the effective yield method adjusted for impairment losses if any. Gain and losses are recognized in consolidated statement of profit and loss when the asset is derecognized, modified or impaired.

Cash and cash equivalents, and trade receivables are classified as debt instruments at amortized cost.

- **Cash and cash equivalents**

Cash and cash equivalents includes cash in hand and at banks, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

- **Trade receivables**

Receivables are amounts due from customers and tenants for units sold or rent or services performed in the ordinary course of business and is recognized initially at fair value and are subsequently measured at amortized cost using the effective interest method, less allowance for expected credit losses.

Equity instruments at FVOCI

Upon initial recognition, the Group may elect to classify irrevocably some of its equity instruments at FVOCI when they are neither held for trading nor a contingent consideration arising from a business combination. Such classification is determined on an instrument-by-instrument basis.

Equity investments at FVOCI are subsequently measured at fair value. Changes in fair values including foreign exchange component are recognized in other comprehensive income and presented in the cumulative changes in fair values as part of equity. Cumulative gains and losses previously recognized in other comprehensive income are transferred to retained earnings on derecognition. Gains and losses on these equity instruments are never recycled to consolidated statement of profit or loss. Dividends are recognized in consolidated statement of profit or loss when the right of the payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI. Equity instruments at FVOCI are not subject to an impairment assessment. Upon disposal, cumulative gains or losses are reclassified from cumulative changes in fair value to retained earnings in the statement of changes in equity.

Financial assets at FVPL

Financial assets that do not meet the criteria for being measured at amortized cost or FVTOCI (see above) are measured at FVPL. Specifically:

- Investments in equity instruments are classified as at FVPL, unless the Group designates an equity investment as at FVTOCI on initial recognition (see above).
- Debt instruments that do not meet the amortized cost criteria or the FVTOCI criteria (see above) are classified as at FVPL. In addition, debt instruments that meet either the amortized cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency ('accounting mismatch') that would arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

Changes in fair value, gain on disposal, interest income and dividends are recorded in consolidated statement of profit or loss according to the terms of the contract, or when the right to payment has been established.

d - 1/2) Impairment of financial assets

The Group recognizes an allowance for expected credit losses (ECL) for all debt instruments not held at fair value through profit or loss.

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade and other receivables, the Group has applied the standard's simplified approach and has calculated ECLs based on lifetime expected credit losses. Accordingly, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the customers and the economic environment. Exposures were segmented based on common credit characteristics such as credit risk grade, geographic region and industry, delinquency status and age of relationship, where applicable.

In applying this forward-looking approach, the Group applies a three stage assessment to measuring ECL as follows:

- Stage 1 - financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk and
- Stage 2 (not credit impaired) - financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low
- 'Stage 3' (credit impaired) - financial assets that have objective evidence of impairment at the reporting date and assessed as credit impaired when one or more events have a detrimental impact on the estimated future cash flows have occurred.

In assessing whether the credit quality on a financial instrument has deteriorated significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

'12-month expected credit losses' are recognized for Stage 1 while 'lifetime expected credit losses' are recognized for Stage 2 and 3. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument. ECLs for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets and charged to consolidated statement of profit or loss. For debt instruments at FVOCI, the loss allowance is charged to consolidated statement of profit or loss and is recognized in OCI.

The Group considers a financial asset in default when contractual payments are 30 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

d – 2) Financial liabilities:

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. All financial liabilities are subsequently measured at FVPL or at amortized cost using effective interest rate method.

Financial liabilities at amortized cost

Financial liabilities that are not at FVPL as above are measured subsequently at amortized cost using the effective interest method.

- Accounts payable

Accounts payable include trade and other payables. Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective return method. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non - current liabilities.

- Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the consolidated statement of profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortized over the period of the facility to which it relates.

- Islamic bank facilities

Islamic bank facilities represent tawarruq, ijara and musharaka facilities which represent the amounts due to pay for purchased assets on deferred basis as per the credit facility agreements. Their balances are reported with full credit balances after deducting finance charges amounts pertaining to future periods. Those finance charges are amortized on a time apportionment basis using effective cost method.

A financial liability is derecognized 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 recognized in consolidated statement of profit or loss. If the modification is not substantial, the difference between: (1) the carrying amount of the liability before the modification; and (2) the present value of the cash flows after modification should be recognized in profit or loss as the modification gain or loss within other gains and losses.

d – 3) Offsetting of financial assets and liabilities:

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

e) Properties held for trading:

Properties acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, are held as properties held for trading and are measured at lower of cost or net realizable value.

Cost includes freehold and leasehold rights for land, amount paid to contractors for construction, borrowing costs, planning and design costs, cost of site preparation, professional fees for legal services, property transfer taxes, construction overheads and other related costs.

Net realizable value is the estimated selling price in the ordinary course of business, based on market prices at the reporting date and discounted for the time value of money if material, less costs to completion and the estimated cost of sale. Non refundable commissions paid to sales or marketing agents on the sale of real estate units are expensed when paid.

The cost of properties held for trading recognized in consolidated statement of profit or loss on disposal is determined with reference to the specific cost incurred on the property sold and an allocation of any non-specific costs based on the relative size of the property sold. Write down of properties held for trading is charged to other operating expenses.

f) Investment properties:

Investment properties comprise completed property, property under construction or re-development and rights to use real estate assets (Note 2 – u) that are held to earn rentals or for capital appreciation or both. Investment properties are initially measured at cost including purchase price and transaction costs. Subsequent to initial recognition, investment properties are stated at their fair value at the end of reporting period. Gains or losses arising from changes in the fair value of investment properties are included in the consolidated statement of profit or loss for the period in which they arise.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Investment properties are derecognized when either they have been disposed off or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Gains or losses arising on the retirement or disposal of an investment property are recognized in the consolidated statement of profit or loss.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by the end of owner occupation or commencement of an operating lease to another party. Transfers are made from investment property when, and only when, there is a change in use, evidenced by commencement of owner occupation or commencement of development with a view to sale. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

g) Investment in associates:

Associates are those entities in which the Group has significant influence which is the power to participate in the financial and operating policy decisions of the associate but is not control or joint control over those policies. Under the equity method, investment in associates are carried in the consolidated statement of financial position at cost as adjusted for changes in the Group's share of the net assets of the associate from the date that significant influence effectively commences until the date that significant influence effectively ceases, except when the investment is classified as held for sale, in which case it is accounted as per IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations".

The Group recognizes in its consolidated statement of profit or loss for its share of results of operations of the associate and in its other comprehensive income for its share of changes in other comprehensive income of associate.

Losses of an associate in excess of the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate) are not recognized except to the extent that the Group has an obligation or has made payments on behalf of the associate.

Gains or losses arising from transactions with associates are eliminated against the investment in the associate to the extent of the Group's interest in the associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognized at the date of acquisition is recognized as goodwill. The goodwill is included within the carrying amount of the investment in associates and is assessed for impairment as part of the investment. If the cost of acquisition is lower than the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities, the difference is recognized immediately in the consolidated statement of profit or loss.

The Group determines at each reporting date whether there is any objective evidence that the investment in associate is impaired by applying the requirements of IAS 39 and determine if necessary, to recognize any impairment loss with respect to the investment. If this is the case, the entire carrying amount of the investment (including goodwill) is tested for impairment and the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount in the consolidated statement of profit or loss. Any reversal of that impairment loss is recognized to the extent that the recoverable amount of the investment subsequently increases.

Upon loss of significant influence over the associate, the Group measures and recognizes any retaining investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retaining investment and proceeds from disposal is recognized in the consolidated statement of profit or loss.

h) Joint Arrangements:

The Group classifies its interests in joint arrangements as joint ventures depending on the Group's right to the assets and obligations for the liabilities of the arrangements.

a) Joint Ventures

A joint venture is a joint arrangement, whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Investment in Joint Ventures is accounted based on equity method similar to associates.

b) Joint Operations

A joint operation is a joint arrangement, whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

When a group entity undertakes its activities under joint operations, the Group as a joint operator recognizes in relation to its interest in a joint operation:

- Its assets, including its share of any assets held jointly.
- Its liabilities, including its share of any liabilities incurred jointly.
- Its revenue from the sale of its share of the output arising from the joint operation.
- Its share of the revenue from the sale of the output by the joint operation.
- Its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the IFRSs applicable to the particular assets, liabilities, revenues and expenses.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with the other parties to the joint operation, and gains and losses resulting from the transactions are recognized in the Group's consolidated financial statements only to the extent of other parties' interests in the joint operation.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a purchase of assets), the Group does not recognize its share of the gains and losses until it resells those assets to a third party.

i) Business combinations and Goodwill

a) Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the acquirer measures the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the assets in the event of liquidation either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value as at the acquisition date and the resulting gain / loss is included in consolidated statement of profit or loss or other comprehensive income as appropriate.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognized in accordance with IFRS 9: Financial Instruments. If the contingent consideration is classified as equity, it shall not be remeasured until it is finally settled within equity.

If the initial accounting for business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

b) Goodwill:

Goodwill represents the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest, and any previously held interest, over the fair value of the identifiable assets, liabilities and contingent liabilities as at the date of the acquisition. Goodwill is initially recognized as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

Where there is an excess of the Group's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost, the Group is required to reassess the identification and measurement of the net identifiable assets and measurement of the cost of the acquisition and recognize immediately in the consolidated statement of profit or loss any excess remaining after that remeasurement.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognized for goodwill is not reversed in a subsequent period.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

The Group's policy for goodwill arising on the acquisition of an associate is described under 'Investment in associates' in Note (2 - g).

j) Property, Plant and equipment:

The initial cost of Property, Plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the Property, Plant and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to consolidated statement of profit or loss in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of Property, Plant and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of Property, Plant and equipment.

Property, Plant and equipment are stated at cost less accumulated depreciation and impairment losses. When assets are sold or retired, their cost and accumulated depreciation are eliminated from the accounts and any gain or loss resulting from their disposal is included in consolidated statement of profit or loss for the period. The carrying values of Property, Plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amount, being the higher of their fair value less costs to sell and their value in use.

Land is not depreciated. Depreciation is computed on a straight-line basis over the estimated useful lives of other Property, Plant and equipment as follows:

	Years
Computer equipment	3
Furniture and fixtures	5
Vehicles	5

The useful life and depreciation method are reviewed periodically to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from items of Property, Plant and equipment.

An item of Property, Plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

k) Impairment of assets:

At the end of each reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of the fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the consolidated statement of profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the consolidated statement of profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

l) End of service indemnity:

Provision is made for amounts payable to employees under the Kuwaiti Labor Law in the private sector, employees' contracts and the applicable labor laws in the countries where the subsidiaries operate. This liability, which is unfunded, represents the amount payable to each employee as a result of involuntary termination at the end of the reporting period, and approximates the present value of the final obligation.

m) Share capital:

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

n) Share premium:

This represents cash received in excess of the par value of the shares issued. The share premium is not available for distribution except in cases stipulated by law.

o) Treasury shares:

Treasury shares consist of the Parent Company's own shares that have been issued, subsequently reacquired by the Group and not yet reissued or cancelled. The treasury shares are accounted for using the cost method. Under the cost method, the weighted average cost of the shares reacquired is charged to a contra equity account. When the treasury shares are reissued, gains are credited to a separate account in shareholders' equity (treasury shares reserve) which is not distributable. Any realized losses are charged to the same account to the extent of the credit balance on that account. Any excess losses are charged to retained earnings, reserves, and then share premium respectively.

Gains realized subsequently on the sale of treasury shares are first used to offset any recorded losses in the order of share premium, reserves, retained earnings and the treasury shares reserve account. No cash dividends are paid on these shares. The issue of bonus shares increases the number of treasury shares proportionately and reduces the average cost per share without affecting the total cost of treasury shares.

Where any Group's company purchases the Parent Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs is deducted from equity attributable to the Parent Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs, is included in equity attributable to the Parent Company's shareholders.

p) Other reserve:

Other reserve is used to record the effect of changes in ownership interest in subsidiaries, without loss of control.

q) Share-based payment transaction:

The Group operates an equity-based payment plan to its employees. Under the terms of the plan, shares are granted to permanent employees. The cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which they are granted. The fair value of the shares is measured based on market prices available taking into account the terms and conditions upon which those shares were granted.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and / or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('the vesting date'). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The consolidated statement of income or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

r) Revenue from contracts with customers:

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

The Group applies a five step model are as follows to account for revenue arising from contracts:

- Step 1: Identify the contract with the customer – A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.
- Step 2: Identify the performance obligations in the contract – A performance obligation is a promise in a contract with the customer to transfer goods or services to the customer.
- Step 3: Determine the transaction price – The transaction price is the amount of consideration to which the Group expects to be entitled in exchange of transferring promised good or services to a customer, excluding amounts collected on behalf of third parties.
- Step 4: Allocate the transaction price to the performance obligations in the contracts – For a contract that has more than one performance obligation, the Group will allocate the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.
- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

The Group exercises judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers.

The Group recognizes revenue either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers. The Group transfers control of a good or service over time (rather than at a point in time) when any of the following criteria are met:

- The customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs.
- The Group's performance creates or enhances an asset (e.g., work in process) that the customer controls as the asset is created or enhanced.
- The Group's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

Control is transferred at a point in time if none of the criteria for a good or service to be transferred over time are met. The Group considers the following factors in determining whether control of an asset has been transferred:

- The Group has a present right to payment for the asset.
- The customer has legal title to the asset.
- The Group has transferred physical possession of the asset.
- The customer has the significant risks and rewards of ownership of the asset.
- The customer has accepted the asset.

Incremental costs of obtaining a contract with a customer are capitalized when incurred as the Group expects to recover these costs and such costs would not have incurred if the contract has not been obtained. Sales commission incurred by the Group is expensed as the amortization period of such costs is less than a year.

Revenue for the Group arises from the following activities:

Sale of properties held for trading

Revenue is recognized when control over the property has been transferred to the customer either at a point in time or over time. The properties have generally no alternative use for the Group due to contractual restrictions, and control is deemed to be transferred to the customer during the development period when the Group had an enforceable right to payment for performance completed to date. Therefore, revenue is recognized and measured at the transaction price agreed under the contract according to the performance completed.

Rent

Rental income is recognized, when earned, on a time apportionment basis.

Management fees

Fees income earned from services provided over a period of time is recognized over this time.

Other income and expenses

Other income and expenses are recognized on an accrual basis.

s) **Provisions:**

A provision is recognized when the Group has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of 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 the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligation. Provisions are not recognized for future operating losses.

t) **Borrowing costs:**

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are expensed in consolidated statement of profit or loss in the period in which they are incurred.

u) **Leases:**

Group as a lessor

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. All other leases are classified as finance leases. The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

(i) Finance lease:

Amounts due from lessees under finance leases are recorded as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

(ii) Operating lease:

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

Group as a lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee.

(i) Right to use assets:

The Group recognizes right to use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). The cost of right to use assets includes the amount of lease liabilities recognized (which represents the present value of the lease payments to be made over the lease term discounted using lessee's increment borrowing rate at the commencement date of the lease contract), initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Subsequent to initial recognition, the right to use assets is measured in accordance with the accounting policy followed by the Group to measure similar assets.

Right of use assets that meet the definition of property, plant and equipment are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right of use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Rights to use assets that meet the definition of investment properties are recorded as investment properties for the Group and are measured at fair value which reflects the expected cash flows during the lease term that excludes the lease payments to be made over the lease term which is measured and included in the Group's liabilities within the consolidated statement of financial position.

(ii) Lease liabilities:

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of related finance cost and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

(iii) Short-term leases and leases of low-value assets:

The Group applies the short-term lease recognition exemption to its short-term leases of property and equipment (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 of office equipment that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

(iv) Significant judgment in determining the lease term of contracts with renewal options:

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment is reviewed if a significant event of significant change in circumstance occurs which affects this assessment and that is within the control of the lessee

v) Contribution to Kuwait Foundation for the Advancement of Sciences (KFAS):

Contribution to Kuwait Foundation for the Advancement of Sciences (KFAS) is calculated at 1% of the profit attributable to shareholders of the Parent Company before contribution to KFAS, National Labor Support Tax, Zakat, and Board of Directors' remuneration, and after deducting the Parent Company's share of income from Kuwaiti shareholding subsidiaries and associates and transfer to statutory reserve. No KFAS has been provided for since there was no eligible profit on which KFAS could be calculated.

w) National Labor Support Tax (NLST):

National Labor Support Tax (NLST) is calculated at 2.5% of the profit attributable to the shareholders of the Parent Company before contribution to KFAS, NLST, Zakat, and Board of Directors' remuneration, and after deducting the Parent Company's share of profit from associates listed in Bursa Kuwait, share of NLST paid by subsidiaries listed in Bursa Kuwait, and cash dividends received from companies listed in Bursa Kuwait in accordance with Law No. 19 of 2000 and Ministerial resolution No. 24 of 2006 and their Executive Regulations. No NLST has been provided for since there was no taxable profit on which NLST could be calculated.

x) Zakat:

Zakat is calculated at 1% of the profit attributable to the shareholders of the Parent before contribution to KFAS, NLST, Zakat, and Board of Directors' remuneration, and after deducting the Company's share of profit from Kuwaiti shareholding associates and subsidiaries, share of Zakat paid by Kuwaiti shareholding subsidiaries and cash dividends received from Kuwaiti shareholding companies in accordance with Law No. 46 of 2006 and Ministerial resolution No. 58 of 2007 and their Executive Regulations. No Zakat has been provided since there was no financial profit on which Zakat could be calculated.

y) Foreign currencies:

Foreign currency transactions are translated into Kuwaiti Dinars at rates of exchange prevailing on the date of the transactions. Monetary assets and liabilities denominated in foreign currency as at the end of reporting period are retranslated into Kuwaiti Dinars at rates of exchange prevailing on that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in consolidated statement of profit or loss for the period.

Translation differences on non-monetary items such as equity instruments which are classified as financial assets at fair value profit or loss are reported as part of the fair value gain or loss. Translation differences on non-monetary items such as equity instruments classified as FVOCI are included in "cumulative changes in fair value" in other comprehensive income. Translation differences on monetary items such as debt instruments classified as FVOCI are included in consolidated statement of profit or loss.

The assets and liabilities of the foreign subsidiary are translated into Kuwaiti Dinars at rates of exchange prevailing at the end of reporting period. The results of the subsidiary are translated into Kuwaiti Dinars at rates approximating the exchange rates prevailing at the dates of the transactions. Foreign exchange differences arising on translation are recognized directly in other comprehensive income. Such translation differences are recognized in consolidated statement of profit or loss in the period in which the foreign operation is disposed off.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and are translated at the closing rate.

z) Contingencies:

Contingent liabilities are not recognized in the consolidated financial statements unless it is probable as a result of past events that an outflow of economic resources will be required to settle a present, legal or constructive obligation; and the amount can be reliably estimated. Else, they are disclosed unless the possibility of an outflow of resources embodying economic losses is remote.

Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognized in accordance with IAS 37 and the amount recognized initially less cumulative amount of income recognized in accordance with the principles of IFRS 15.

Contingent assets are not recognized in the consolidated financial statements but disclosed when an inflow of economic benefits as a result of past events is probable.

aa) Segment reporting:

A segment is a distinguishable component of the Group that engages in business activities from which it earns revenue and incurs costs. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is identified as the person being responsible for allocating resources, assessing performance and making strategic decisions regarding the operating segments.

bb) Dividend distribution to shareholders:

The Group recognizes a liability to make cash and non-cash distributions to shareholders of the Parent Company when the distribution is authorized and the distribution is no longer at the discretion of the Group. A distribution is authorized when it is approved by the shareholders of the Parent company at the Annual General Meeting. A corresponding amount is recognized directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognized directly in equity. Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognized in the consolidated statement of profit or loss.

Distributions for the year that are approved after the reporting date are disclosed as an event after the date of consolidated statement of financial position.

cc) Fiduciary assets

Assets held in trust or in a fiduciary capacity are not treated as assets of the Group and accordingly are not included in these consolidated financial statements but are disclosed in the notes to the consolidated financial statements.

dd) Critical accounting estimates and judgments:

The Group makes judgments, estimates and assumptions concerning the future. The preparation of consolidated financial statements in conformity with International Financial Reporting Standards requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the year. Actual results could differ from the estimates.

a) Judgments

In the process of applying the Group's accounting policies which are described in Note 2, management has made the following judgments that have the most significant effect on the amounts recognized in the consolidated financial statements.

- Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The determination of whether the revenue recognition criteria as specified under IFRS 15 and revenue accounting policy explained in Note (2 - r) are met requires significant judgment.

- Determination of contract cost

Determination of costs which are directly related to the specific contract or attributable to the contract activity in general requires significant judgment. The determination of contract cost has a significant impact upon revenue recognition in respect of long term contracts. The Group follows guidance of IFRS 15 for determination of contract cost and revenue recognition.

- Classification of Land

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

a) Properties under development

When the intention of the Group is to develop land in order to sell it in the future, both the land and the construction costs are classified as properties under development within properties held for trading.

b) Work in progress

When the intention of the Group is to develop a land in order to rent or to occupy it in the future, both the land and the construction costs are classified as work in progress within investment properties or property, plant and equipment respectively.

c) Properties held for trading

When the intention of the Group is to sell land in the ordinary course of business, the land is classified as properties held for trading.

d) Investment properties

When the intention of the Group is to earn rentals from land or hold land for capital appreciation or if the intention is not determined for land, the land is classified as investment property.

- Allowance for expected credit losses

The determination of expected credit losses and the factors determining the impairment of the receivable involve significant judgment.

- Classification of financial assets

On acquisition of a financial asset, the Group decides whether it should be classified as "at fair value through profit or loss", "at fair value through other comprehensive income" or "at amortized cost". IFRS 9 requires all financial assets, except equity instruments and derivatives, to be assessed based on a combination of the Group's business model for managing the assets of the instrument's contractual cash flow characteristics. The Group follows the guidance of IFRS 9 on classifying its financial assets and is explained in Note (2 - d).

- Business combinations

At the time of Group's acquisition to subsidiaries, the Group considers whether the acquisition represents the acquisition of a business or of an asset (or a group of assets and liabilities). The Group accounts for an acquisition as a business combination where an integrated set of activities is acquired in addition to the assets. More specifically, consideration is made to the extent of which significant processes are acquired. The significance of processes requires significant judgment.

Where the acquisition of subsidiaries does not represent a business, it is accounted for as an acquisition of an asset (or a group of assets and liabilities). The cost of acquisition is allocated to the assets and liabilities acquired based on their relative fair values, and no goodwill or deferred tax is recognized.

- Taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business.

- Control assessment

When determining control over an investee, management considers whether the Group has a 'de facto' power to control an investee if it holds less than 50% of the investee's voting rights. The assessment of the investee's relevant activities and the ability to use the Group's power to affect the investee's variable returns requires significant judgment.

- Material non-controlling interests

The Parent Company's management considers any non-controlling interests which accounts for 10% or more of the related subsidiary's equity as material. Disclosures pertaining to those non-controlling interests are set out in (Note 20).

- Significant influence assessment

When determining significant influence over an investee, management considers whether the Group has the power to participate in the financial and operating policy decisions of the investee if it holds less than 20% of the investee's voting rights. The assessment, which requires significant judgment, involves consideration of the Group's representation on the investee's board of directors, participation in policy making decisions and material transactions between the entities.

- Leases

Critical judgements required in the application of IFRS 16 include, among others, the following:

- Identifying whether a contract (or part of a contract) includes a lease;
- Determining whether it is reasonably certain that an extension or termination option will be exercised;
- Classification of lease agreements (when the entity is a lessor);
- Determination of whether variable payments are in-substance fixed;
- Establishing whether there are multiple leases in an arrangement,
- Determining the stand-alone selling prices of lease and non-lease components.

b) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimating uncertainty at the end of the reporting period 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:

- Fair value of unquoted financial assets

If the market for a financial asset is not active or not available, the Group establishes fair value by using valuation techniques which include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models refined to reflect the issuer's specific circumstances. This valuation requires the Group to make estimates about expected future cash flows and discount rates that are subject to uncertainty.

- Useful lives of depreciable assets

The Group reviews its estimate of useful lives of depreciable assets at each reporting date based on the expected utility of assets. Uncertainties in these estimates mainly relate to obsolescence and changes in operations.

- Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the "value in use" of the asset or the cash-generating unit to which the goodwill is allocated.

Estimating a value in use requires the Group to make an estimate of the expected future cash-flows from the asset or the cash-generating unit and also choose an appropriate discount rate in order to calculate the present-value of the cash-flows.

- Long term contracts

Revenue from long term contracts is recognized in accordance with the cost to cost method (input method) measured by reference to the percentage that actual costs incurred to date bear to total estimated costs for each contract. The revenue recognition as per the above criteria should correspond to the actual work completed. The determination of estimated costs and the application of percentage of completion method involve estimation. Further, the budgeted cost and revenue should consider the claims and variations pertaining to the contract.

- Allowance for expected credit losses:

The extent of allowance for expected credit losses involves estimation process. Allowance for expected credit losses is based on a forward looking ECL approach as explained in Note (5). Bad debts are written off when identified. The ECL allowance and write-down of accounts receivable are subject to management approval.

- Valuation of investment properties

The Group carries its investment properties at fair value, with change in fair values being recognized in consolidated statement of profit or loss. Three main methods were used to determine the fair value of the investment properties:

- a) Income approach, where the property's value is estimated based on the its income produced, and is computed by dividing the property's net operating income by the expected rate of return on the property in the market, known as 'Capitalization Rate'.
- b) Comparative analysis using values of actual deals transacted recently by other parties for properties in a similar location and condition, and based on the knowledge and experience of the real estate appraiser.

- c) Formula based discounted cash flow is based on a series of projected free cash flows supported by the terms of any existing lease and other contracts and discounted at a rate that reflects the risk of the asset.
- Valuation of properties held for trading:
Properties held for trading is stated at the lower of cost and net realizable value (NRV). NRV for completed inventory property is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Group, based on comparable transactions identified by the Group for properties in the same geographical market serving the same real estate segment. NRV in respect of Properties held for trading under construction is assessed with reference to market prices at the reporting date for similar completed property, less estimated costs to complete construction, estimated costs to sell the property, and an estimate of the time value of money to the date of completion.
- Impairment of non-financial assets
Impairment exists when the carrying value of an asset or cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.
- Employee stock option plan
The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for stock option plan transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant.
- Taxes
The Group recognizes a liability for the anticipated taxes levied in the jurisdictions of its activity based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. Any changes in the estimates and assumptions may have an impact on the carrying values of the deferred taxes.
- Leases
Key sources of estimation uncertainty in the application of IFRS 16 include, among others, the following:
 - Estimation of the lease term;
 - Determination of the appropriate rate to discount the lease payments;
 - Assessment of whether a right-of-use asset is impaired.

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3. Cash and cash equivalents

	2019	2018
Cash on hand and at banks	4,892,096	3,144,921
Short term bank deposit	5,000,000	4,000,000
Cash at portfolios	10,411	24,512
	9,902,507	7,169,433
Less: restricted cash and bank balances	(2,918,303)	(1,509,470)
Cash and cash equivalents as represented for the consolidated statement of cash flows	6,984,204	5,659,963

The effective interest rate on short term bank deposit is 2.94% (2018 - 2.94%) per annum. This deposit have contractual maturity of less than 90 days (2018 – 90 days).

4. Financial assets at fair value through profit or loss

	2019	2018
Quoted equity securities	48,147	-
Unquoted equity securities	777,853	981,739
	826,000	981,739

The financial assets above are denominated in the following currencies:

	2019	2018
Kuwaiti Dinar	504,360	554,000
Omani Riyal	274,855	278,807
US Dollar	46,785	148,932
	826,000	981,739

5. Accounts receivable and other debit balances

	2019	2018
Trade receivables (a)	13,137,809	5,628,471
Advance payments and other receivables	11,945,668	15,585,548
Amounts due from related parties	-	78,288
	25,083,477	21,292,307
Allowance for expected credit losses (b)	(10,475,540)	(10,649,167)
	14,607,937	10,643,140

a- Trade receivables:

Trade receivables are non-interest bearing and are generally due within 30 days.

The Group applies the IFRS 9 simplified model of recognizing lifetime expected credit losses for all trade receivables as these items do not have a significant financing component. In measuring the expected credit losses, trade receivables have been assessed on a collective basis respectively and grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profile for transactions over the prior 48 months period as well as the corresponding historical credit losses during that period. The historical rates are adjusted to reflect current and forwarding looking macroeconomic factors affecting the customer's ability to settle the amount outstanding. However given the short period exposed to credit risk, the impact of these macroeconomic factors has not been considered significant within the reporting period.

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There has been no change in the estimation techniques or significant assumptions made during the current year.

Trade receivables are written off when there is no reasonable expectation of recovery. Failure to make payments within 180 days from the invoice date and failure to engage with the Group on alternative payment arrangement amongst other is considered indicators of no reasonable expectation of recovery and therefore is considered as credit impaired.

The following table details the risk profile of trade receivables based on the Group's provision matrix.

December 31, 2019						
	Less than 30 days	31 – 60 days	61 – 90 days	91- 180 days	More than 180 days	Total
Expected credit loss rate	2.73%	5.46%	8.20%	16.39%	100.00%	-
Gross carrying amount	10,339,872	105,154	657,455	278,221	1,757,107	13,137,809
Allowances for expected credit loss	282,279	5,741	53,911	45,600	1,757,107	2,144,638

December 31, 2018						
	Less than 30 days	31 – 60 days	61 – 90 days	91- 180 days	More than 180 days	Total
Expected credit loss rate	4.11%	8.22%	12.33%	24.66%	100%	-
Gross carrying amount	3,059,571	78,525	906,684	365,696	1,217,995	5,628,471
Allowances for expected credit loss	125,749	6,454	111,794	90,180	1,217,995	1,552,172

b- Allowance for expected credit losses:

The movement in allowance for credit losses is as follows:

	Trade receivables	Other receivables	2019	2018
Balance at the beginning of the year	1,552,172	9,096,995	10,649,167	9,039,555
Charge for the year	840,706	-	840,706	1,587,171
Allowance for expected credit losses no longer required	(237,718)	(837,806)	(1,075,524)	(37,364)
Foreign currency translation adjustments	(10,522)	71,713	61,191	59,805
Balance at the end of the year	2,144,638	8,330,902	10,475,540	10,649,167

6. Properties held for trading

The movement in properties held for trading is as follows:

	2019	2018
Balance at the beginning of the year	41,741,409	34,271,531
Additions	7,677,484	19,273,024
Transferred to investment property (Note 9)	(9,567,298)	-
Disposals	(20,014,395)	(10,985,182)
(Impairment loss) reversal of impairment loss on property held for trading	(2,470,542)	58,794
Foreign currency translation adjustments	(287,400)	(876,758)
Balance at the end of the year	17,079,258	41,741,409

Net realizable value for properties held for trading is determined by independent valuer in compliance with the Executive Regulations of Capital Markets Authority regarding the valuation of real estate properties.

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Properties held for trading mainly comprise of the following:

	2019	2018
Properties under development	6,256,794	20,144,281
Developed properties	10,822,464	21,597,128
	17,079,258	41,741,409

Properties held for trading amounting to KD 7,602,681 (2018 – KD 15,289,394) are pledged as collateral against term loan and Islamic bank facilities (Note 14 and 15).

7. Financial assets at fair value through other comprehensive income ("FVOCI")

	2019	2018
Unquoted equity securities	-	714,551
Portfolios	3,115,718	3,964,805
	3,115,718	4,679,356

Financial assets at FVOCI amounting to KD 3,115,718 (2018 – KD 3,964,805) are pledged as collateral against Islamic bank facilities (Note 14).

8. Investment in an associate

Name of associate	Country of incorporation	Principal activity	Ownership percentage %		Amount	
			2019	2018	2019	2018
First Qatar Real Estate Development - K.S.C. (Closed)	State of Kuwait	Real Estate Development	17.53%	17.53%	9,859,742	9,852,650

The movement during the year was as follows:

	2019	2018
Balance at the beginning of the year	9,852,650	9,670,587
Share of results from associate	46,490	311,207
Share of associate's other comprehensive loss	(39,398)	(129,144)
Balance at the end of the year	9,859,742	9,852,650

The Parent Company's ownership in First Qatar Real Estate Development K.S.C (Closed) is 17.53% as of December 31, 2019 (2018 - 17.53%). However, the Parent Company's has a significant influence over this associate through participating in its Board of Director's member.

Investment in associate amounting to KD 9,859,742 (2018 – KD 9,852,650) is pledged as collateral against Islamic bank facilities (Note 14).

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Summarized financial information for associate is as follows:

Summarized statement of financial position:

	2019	2018
Assets	143,622,524	132,105,962
Liabilities	(87,377,561)	(75,901,455)
Equity	56,244,963	56,204,507
Ownership percentage	17.53%	17.53%
Carrying value of the investment	9,859,742	9,852,650

Summarized statement of profit or loss and other comprehensive income:

	2019	2018
Profit for the year	265,203	1,775,282
Share of result for the year	46,490	311,207

9. Investment properties

	2019	2018
Balance at the beginning of the year	146,379,207	131,665,239
Additions	8,494,098	1,325,476
Transferred from advance payments for purchase of properties	-	14,660,610
Effect on acquisition of a subsidiary (Note 11)	8,732,519	-
Disposals	-	(366,192)
Transferred from properties held for trading (Note 6)	9,567,298	-
Foreign currency translation adjustments	(1,251,567)	(3,623,806)
Change in fair value	(769,174)	2,717,880
Balance at the end of the year	171,152,381	146,379,207

Investment properties mainly compromise the following:

	2019	2018
Land	33,194,636	28,753,180
Developed properties	120,858,402	117,626,027
Rights to use real estate assets	17,099,343	-
	171,152,381	146,379,207

Management of the Group has complied with the Executive Regulations of Capital Markets Authority regarding the valuation of investment properties. Valuation of investment properties was conducted by two independent appraisers with recognized and relevant professional qualification using recognized valuation techniques and principles.

In estimating the fair value of investment properties, the valuers had used the valuation techniques listed in the following schedule and had considered the nature and usage of the investment properties:

Class of investment property	Valuation technique	2019		
		Level 2	Level 3	Total
Lands	Comparable market prices	21,332,229	11,862,407	33,194,636
Residential buildings	Comparable market prices	6,054,832	-	6,054,832
Residential buildings	Income capitalization	-	34,744,974	34,744,974
Commercial complexes	Income capitalization	-	79,715,600	79,715,600
Commercial complexes	Comparable market prices	342,996	-	342,996
Rights to use real estate assets	Discounted cash flows	-	17,099,343	17,099,343
Total		27,730,057	143,422,324	171,152,381

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Class of investment property	Valuation technique	2018		
		Level 2	Level 3	Total
Lands	Comparable market prices	16,863,030	11,890,150	28,753,180
Residential buildings	Comparable market prices	880,000	-	880,000
Residential buildings	Income capitalization	-	34,774,563	34,774,563
Commercial complexes	Income capitalization	-	81,631,493	81,631,493
Commercial complexes	Comparable market prices	339,971	-	339,971
Total		18,083,001	128,296,206	146,379,207

Certain investment properties amounting to KD 114,947,635 (2018 - KD 102,447,177) and KD 9,600,087 (2018 - KD 11,064,768) were pledged as collateral against Islamic bank facilities and term loans (Note 14 and 15) respectively.

10. Goodwill

Goodwill represents excess of consideration paid for acquisition of First Dubai Real Estate Development Company K.S.C.P. shares over and above the fair value of the identifiable assets and liabilities. The management assessed the carrying value of goodwill for impairment and did not notice any indication for impairment loss as at December 31, 2019.

11. Acquisition of a subsidiary

On July 1, 2019 the Group increased its share in Al Mazaya Prime for Projects development Company – W.L.L. by 19% to be 99%. The Group has control over the financial and operating policies of the Company accordingly, the Group has reclassified its investment in that Company that was previously under joint control from an investment in joint venture to investment in subsidiary.

The following table summarizes the acquisition cost of the Company as well as the assets and liabilities acquired at the date of acquisition as at July 1, 2019:

	Amount
Consideration for the new shares	444,704
Fair value of shares held by the Group prior to the acquisition	1,778,816
Total	2,223,520
Acquired assets and liabilities:	
Cash at bank	19,760
Accounts receivable and other debit balances	450,917
Investment property (Note 9)	8,732,519
Lease liability (Note 13)	(6,117,859)
Accounts payable and other credit balances	(861,817)
Net assets value	2,223,520

The acquisition did not result in any goodwill as the acquisition consideration is equal to the fair value of the acquired shares of the company's net assets in accordance with the contractual agreements between the parties. The fair value of the acquired company which has been used to calculate the acquired share in the company as well as the fair value of the Parent Company's investment in the subsidiary before the acquisition date has been estimated based on the carrying amount of the investment from the Company's financial statements as at July 1, 2019, as all assets of the subsidiary are stated at their fair value.

12. Accounts payable and other credit balances

	2019	2018
Trade payables	6,999,008	11,349,136
Retention payables to contractors	1,666,658	1,495,906
Dividends payable to shareholders	250,433	293,302
Deferred tax liability	239,504	-
Other payables and accrued expenses	6,616,552	5,330,049
	15,772,155	18,468,393

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Classified as:

	2019	2018
Current portion	8,945,123	12,377,570
Non-current portion	6,827,032	6,090,823
	<u>15,772,155</u>	<u>18,468,393</u>

13. Lease liabilities

	Minimum lease payments		Present value of minimum lease payments	
	2019	2018	2019	2018
<u>Leases liabilities:</u>				
Within one year	1,685,000	-	1,027,062	-
From second to 10 years inclusive	15,778,000	-	12,922,160	-
Total lease liabilities	17,463,000	-	13,949,222	-
Less: Unamortized future finance charge	(3,513,778)	-	-	-
Present value of minimum lease payments	<u>13,949,222</u>	<u>-</u>	<u>13,949,222</u>	<u>-</u>

The average lease term is 10 year and the average effective borrowing rate is 5% for the year ended December 31, 2019.

All leases are on a fixed repayment basis and no arrangements have been entered into for additional contingent rental payments.

The amortized finance charges for lease liabilities during the year ended December 31, 2019 had amounted to KD 315,844.

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14. Islamic bank facilities

These facilities represent tawarruq, ijara and musharaka facilities as follows:

	Due date	Currency	Tawarruq facilities		Ijara & musharaka facilities		Total	
			2019	2018	2019	2018	2019	2018
Gross payable amount			92,259,810	69,740,473	8,123,495	25,722,664	100,383,305	95,463,137
Less: Unamortized future finance charge			(2,847,286)	(2,619,176)	(353,028)	(1,248,860)	(3,200,314)	(3,868,036)
Carrying value			89,412,524	67,121,297	7,770,467	24,473,804	97,182,991	91,595,101
Classified as:								
	Due date	Currency	Current		Non - current		Total	
			2019	2018	2019	2018	2019	2018
Tawarruq facilities from local banks carrying average finance cost rate of 2.5% (2018 - 2.5 %) above CBK discount rate	Various maturities ended at May 2029	Kuwait Dinars	4,230,000	10,442,756	81,782,764	52,546,861	86,012,764	62,989,617
Tawarruq facilities from foreign bank carrying average finance cost rate of 5.0644% (2018 - 5.59%) above LIBOR.	March 2022	US Dollars	726,320	734,580	2,673,440	3,397,100	3,399,760	4,131,680
Musharaka facilities from foreign bank carrying average finance cost rate of 5.75% (2018 - 5.75%).	March 2031	Omani Rial	301,719	187,176	6,618,617	5,920,603	6,920,336	6,107,779
Ijara facilities from foreign banks carrying average finance cost rate 5.75% (2018 5.75%) .	August 2033	UAE Dirhams	56,705	1,865,501	793,426	16,500,524	850,131	18,366,025
			5,314,744	13,230,013	91,868,247	78,365,088	97,182,991	91,595,101

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During the year, the Group had refinanced an outstanding ijara payable provided by a foreign bank amounting to AED 189,500,000 (KD 15,694,549) by a new tawarruq facility provided by a local bank. Islamic bank facilities are secured by pledging the following in favor of the lending banks:

	2019	2018
Investment in shares owned by the parent Company in one of group's subsidiaries	29,932,376	23,355,000
Properties held for trading (Note 6)	5,026,033	12,886,490
Financial assets at FVOCI (Note 7)	3,115,718	3,964,805
Investment in an associate (Note 8)	9,859,742	9,852,650
Investment properties (Note 9)	114,947,635	102,447,177
	162,881,504	152,506,122

15. Term Loans

	Due date	Currency	Current	Non – current	Total
			2019	2019	2018
Term loan from foreign bank carrying fixed interest rate of 5.6% (2018 – 5.6%).	February 2021	Euro	1,274,066	5,404,019	6,678,085
Term loan from foreign bank carrying floating interest rate of Nil (2018 – 39.65%).	Revolving loan	Turkish Lira	-	-	284,156
Term loan from foreign bank carrying fixed interest rate of 16.48% (2018 – 16.48%)	February 2020	Turkish Lira	686,660	-	686,660
			1,960,726	5,404,019	7,364,745
					8,901,011

Term loans are secured by the following:

- Pledge of properties held for trading amounting to KD 2,576,648 (2018 - KD 2,402,904) (Note 6).
- Pledge of investment properties with fair value amounting to KD 9,600,087 (2018 – KD 11,064,768) (Note 9).

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16. Share Capital

The authorized, issued and paid up capital consist of 688,278,956 shares (2018 – 688,278,956 shares) with a nominal value of 100 fils each and all shares are in cash.

17. Treasury shares

	2019	2018
Number of shares	60,811,741	63,081,978
Percentage of issued shares (%)	8.84	9.17
Market value (KD)	3,575,730	4,422,047
Cost (KD)	19,288,845	20,009,108

The Group's management has allotted an amount equal to treasury shares balance from share premium. Such amount will not be available for distribution during treasury shares holding period.

18. Statutory reserve

As required by the Companies Law and the Parent Company's Articles of Association, 10% of the profit for the year attributable to the Parent Company's shareholders before contribution to Kuwait Foundation for the Advancement of Sciences (KFAS), NLST, Zakat and Board of Directors' remuneration is transferred to the statutory reserve. The Parent Company may resolve to discontinue such annual transfers when the reserve exceeds 50% of the capital. This reserve is not available for distribution except in cases stipulated by Law and the Parent Company's Articles of Association. Since there is a net loss for the year, there were no transfer to statutory reserve for the year ended December 31, 2019.

19. Voluntary reserve

As required by the Parent Company's Articles of Association, 10% of the profit for the year attributable to the Parent Company's shareholders before contribution to Kuwait Foundation for the Advancement of Sciences (KFAS), NLST, Zakat and Board of Directors' remuneration is transferred to the voluntary reserve. Such annual transfers may be discontinued by a resolution of the Shareholders' Annual General Assembly of the Parent Company upon recommendation by the Board of Directors. Since there is a net loss for the year, there were no transfer to voluntary reserve for the year ended December 31, 2019.

The Annual General Meeting of the Shareholders held on April 8, 2019, has approved to transfer the voluntary reserve balance amounted to KD 11,010,499 to retained earnings (Note 26).

20. Non - controlling interests which are material to the Group

Subsidiaries with major non - controlling interests which are material to the Group is as follows:

Name of subsidiary	Country of incorporation	Principal Activities	Ownership percentage held by the NCI		Carrying value for NCI in an a subsidiary	
			2019	2018	2019	2018
First Dubai Real Estate Development Management K.S.C.P	Kuwait	Real Estate Development	10.09%	10.09%	9,127,340	9,092,123
Mazaya Ritim Istanbul Insaat Anonim Sirketi (Ritim)	Turkey	Real Estate development	10%	10%	(384)	88,315

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Summarized financial information for each subsidiary that has non-controlling interests that are material to the Group:

a) First Dubai Real Estate Development Management K.S.C.P

Summarized consolidated statement of financial position

	2019	2018
Current assets	13,438,253	21,418,347
Current liabilities	(989,893)	(3,143,408)
Total net current assets	12,448,360	18,274,939
Non-current assets	86,445,488	86,434,986
Non-current liabilities	(8,434,580)	(14,599,691)
Total net non-current assets	78,010,908	71,835,295
Net assets	90,459,268	90,110,234
Ownership interest held by the NCI	10.09%	10.09%
Non-controlling interests	9,127,340	9,092,123

Summarized consolidated statement of profit or loss and other comprehensive income

	2019	2018
Profit for the year	1,178,373	4,209,624
Other comprehensive income	2,105,020	2,799,817
Total comprehensive income	3,283,393	7,009,441
Total comprehensive income attributable to NCI	331,294	707,253

b) Mazaya Ritim Istanbul Insaat Anonim Sirketi Company (Ritim)

Summarized statement of financial position

	2019	2018
Current assets	4,409,080	6,198,206
Current liabilities	(7,189,364)	(7,597,436)
Total net current assets	(2,780,284)	(1,399,230)
Non-current assets	9,703,907	11,192,325
Non-current liabilities	(6,927,466)	(8,909,940)
Total net non-current assets	2,776,441	2,282,385
Net assets	(3,843)	883,155
Ownership interest held by the NCI	10%	10%
Net assets attributable to NCI	(384)	88,316

Summarized statement of profit or loss and other comprehensive income

	2019	2018
Loss for the year	(724,648)	(152,799)
Other comprehensive income	(694,796)	(624,801)
Total comprehensive loss	(1,419,444)	(777,600)
Total comprehensive income attributable to NCI	(143,222)	(78,460)

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21. Revenue

The Group's revenue disaggregated by primary geographical markets is as follows:

	2019		
	Revenue from sale of properties held for trading	Rental income	Total
Kuwait	-	5,076,602	5,076,602
UAE	17,286,243	2,109,628	19,395,871
KSA	-	804,470	804,470
Oman	881,642	25,403	907,045
Turkey	916,183	289,362	1,205,545
Bahrain	-	421,299	421,299
Total	19,084,068	8,726,764	27,810,832

	2018		
	Revenue from sale of properties held for trading	Rental income	Total
Kuwait	-	4,420,169	4,420,169
UAE	8,993,933	2,245,235	11,239,168
KSA	-	1,007,869	1,007,869
Oman	3,228,880	-	3,228,880
Turkey	1,353,402	265,086	1,618,488
Bahrain	-	446,291	446,291
Total	13,576,215	8,384,650	21,960,865

22. Net investment income

	2019	2018
Dividend income	557,220	1,008,600
Unrealized gain from changes in fair value of financial assets at FVPL	2,466	119,159
Realized gain on sale of financial assets at FVPL	12,975	5,802
Portfolios management fees	(32,122)	(43,586)
	540,539	1,089,975

23. Net other (expenses) income

This item includes allowance for expected credit losses amounting to KD 840,706 (2018 – KD 1,587,171) and provisions no longer required, credit balances written back and settlement revenue amounting to KD 1,475,524 (2018 – KD 3,992,537), which includes the amount resulted from the final court verdict that was issued during the year in favor of the Parent Company for a legal case with an amount of KD 837,806 and its legal interest at the rate of 7% per annum from the date of entitlement until full payment and subsequent to the issuance of this verdict, the Group signed a settlement agreement with the other company for an amount of KD 1,220,000 which was received during the year and was recorded as other income.

This item includes also current and deferred tax expenses for the Parent Company's subsidiaries along with real estate projects and property registration and service fees amounting to KD 805,928 (2018 – KD 186,239). In addition, this caption includes a provision for lawsuits amounting to AED 5,000,000 (KD 414,105). Such a lawsuit was raised against a subsidiary of the Group in the United Arab Emirates for a claim of AED 17,277,295 (KD 1,430,923) representing settlements of accounts between the plaintiff and the subsidiary. During the year, a first-degree court decision was issued in the favor of the plaintiff with an amount of AED 5,000,000 (KD 414,105) for which the subsidiary had appealed against it at the Court of Appeal. The management of the Group has taken the conservative basis to recognize this amount as a provision until the final decision is made by the court.

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24. Basic and diluted (loss) earnings per share

Basic (loss) earnings per share:

The information necessary to calculate basic (loss) earnings per share based on the weighted average number of shares outstanding during the year is as follows:

	2019	2018
(Loss) profit for the year attributable to equity holders of the Parent Company	(8,768,587)	5,103,588
Number of shares outstanding:		
Number of issued shares at beginning of the year	688,278,956	688,278,956
Less: Weighted average number of treasury shares	(61,023,216)	(63,256,815)
Weighted average number of shares outstanding	627,255,740	625,022,141
Basic (loss) earnings per share (Fils)	(13.98)	8.17

Diluted (loss) earnings per share:

Diluted (loss) earnings per share is calculated adjusting the weighted average number of ordinary shares outstanding to assume allotment of all dilutive potential ordinary shares, and to adjust the net (loss) profit for the period with the assumed effect of those potential dilutive shares had they been issued.

	2019	2018
(Loss) profit for the year attributable to equity holders of the Parent Company	(8,768,587)	5,103,588
Weighted average shares adjusted for dilution effect:		
Weighted average number of shares outstanding used in calculating basic earnings per share	627,255,740	625,022,141
Adjustment for share options	2,087,000	4,817,888
Weighted average number of shares for diluted earnings per share	629,342,740	629,840,029
Diluted (loss) earnings per share (Fils)	(13.93)	8.10

25. Related party disclosures

The Group has entered into various transactions with related parties, i.e. Major shareholders, Board of directors, executives for the group, key management personnel, joint venture, associate, entities under common control and other related parties. Prices and terms of payment are to be approved by the Group's management. Significant related party transactions and balances are as follows:

	2019	2018
Balances included in the consolidated statement of financial position		
Accounts receivable and other debit balances	-	103,060
Transactions included in the consolidated statement of profit or loss:		
Revenue from sale of properties held for trading income	-	101,979
Cost of sales of investment properties held for trading	-	(83,119)
	2019	2018
Key Management personnel		
Short term benefits	541,914	739,485
End of service indemnity	53,846	67,776
Share-based payments	97,880	212,862
BOD committees remuneration	70,000	70,000

Related party transactions are subject to the Shareholders' Annual General Assembly of the Parent Company.

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26. Shareholders' Annual General Assembly of the parent company and proposed dividends

The Board of Directors' meeting held on January 29, 2020 proposed not to distribute dividends or bonus shares and not to pay Board of Directors remuneration for the year ended December 31, 2019. This recommendation is subject to the approval of the Shareholders' Annual General Assembly of the Parent Company.

The Shareholders' Annual General Assembly meeting of the Parent Company held on April 8, 2019 approved not to distribute dividends and not to pay Board of Directors remuneration for the year ended December 31, 2018. They also agreed to transfer the voluntary reserve balance amounted to KD 11,010,499 to retained earnings.

The Shareholders' Annual General Assembly meeting of the Parent Company held on March 28, 2018 approved to distribute cash dividends of 8 fils per share and approved to pay remuneration of KD 185,000 to Board of Directors for the year ended December 31, 2017.

27. Capital Commitments

Capital commitments contracted for as of December 31, 2019 representing in properties held for trading under construction amounting to KD Nil (2018 – KD 6,798,339).

28. Segment reporting

For management purposes, the Group is divided into four main geographical segments that are: State of Kuwait, United Arab Emirates (UAE), Kingdom of Saudi Arabia (KSA), Turkey in addition to other segments, where the Group performs its main activities in the real estate segment. There is no income generating transactions between the Group's segments.

	2019					
	Kuwait	UAE	KSA	Turkey	Others	Total
Revenue	5,076,602	19,395,870	804,470	1,205,545	1,380,689	27,863,176
Cost of revenue	(729,496)	(19,839,814)	(177,229)	(1,112,126)	(818,199)	(22,676,864)
Change in fair value of investment properties	(291,604)	(168,668)	(23,613)	(281,023)	(4,266)	(769,174)
Share of result from associate and joint venture	634,359	-	-	-	-	634,359
Impairment loss on properties held for trading	-	(2,470,542)	-	-	-	(2,470,542)
General and administrative & selling and marketing expenses	(2,786,404)	(1,402,588)	(15,622)	(220,918)	(181,570)	(4,607,102)
Net other income (expenses)	158,706	(1,044,739)	(223,803)	201,299	(375,561)	(1,284,098)
Finance cost	(3,871,560)	(719,996)	-	(613,209)	(363,111)	(5,567,876)
Others	224,695	-	-	-	-	224,695
Segment (loss) profit	(1,584,702)	(6,250,477)	364,203	(820,432)	(362,018)	(8,653,426)
Total segment assets	114,216,072	65,953,878	15,803,922	14,053,919	19,310,646	229,338,437
Total segment liabilities	108,545,643	12,592,755	288,640	7,836,710	7,099,039	136,362,787

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	2018					
	Kuwait	UAE	KSA	Turkey	Others	Total
Revenue	4,420,169	11,239,168	1,007,869	1,618,487	3,770,405	22,056,098
Cost of revenue	(720,809)	(7,685,453)	(169,090)	(1,293,592)	(2,748,008)	(12,616,952)
Change in fair value of investment properties	2,679,965	59,892	(525,479)	452,854	50,648	2,717,880
Share of result from associate and joint venture	1,501,354	-	-	-	-	1,501,354
(Impairment loss) reversal of impairment loss on properties held for trading	-	(26,426)	-	-	85,220	58,794
General and administrative & selling and marketing expenses	(2,630,899)	(2,507,068)	(19,469)	(502,768)	(137,942)	(5,798,146)
Net other (expenses) income	(1,070,109)	3,293,419	(270,532)	173,439	(88,665)	2,037,552
Finance cost	(3,052,814)	(1,009,185)	-	(702,015)	(109,107)	(4,873,121)
Others	963,175	(201,432)	(11,884)	-	-	749,859
Segment profit (loss)	2,090,032	3,162,915	11,415	(253,595)	822,551	5,833,318
Total segment assets	98,954,300	74,279,938	15,748,126	17,406,591	19,232,944	225,621,899
Total segment liabilities	72,186,443	32,101,531	222,280	10,279,055	6,709,562	121,498,871

29. Financial risk management

In the normal course of business, the Group uses primary financial instruments such as cash and cash equivalents, financial assets at FVPL, accounts receivable, financial assets at FVOCI, accounts payable, lease liabilities, Islamic bank facilities, and term loans and as a result, is exposed to the risks indicated below. The Group currently does not use derivative financial instruments to manage its exposure to these risks.

a) Interest rate, profit rate and finance cost risk

Financial instruments are subject to the risk of changes in value due to changes in the level of interest rate, profit rate, or finance cost for its financial assets and liabilities carrying floating interest rates. The effective interest rates, profit rates and finance cost and the periods in which interest-bearing financial assets and liabilities are repriced or mature are indicated in the respective notes.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, profit rates, and finance cost with all other variables held constant, of the Group's profit:

	2019		
	Increase (Decrease) in interest rate	Balance	Effect on consolidated statement of profit or loss
Term deposit	± 0.5%	5,000,000	± 25,000
Term loan	± 0.5%	7,364,745	± 36,824
Islamic bank facilities	± 0.5%	97,182,991	± 485,915
			± 547,739
	2018		
	Increase (Decrease) in interest rate	Balance	Effect on consolidated statement of profit or loss
Term deposit	± 0.5%	4,000,000	± 20,000
Term loan	± 0.5%	8,901,011	± 44,505
Islamic bank facilities	± 0.5%	91,595,101	± 457,976
			± 522,481

b) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge a contractual obligation causing the other party to incur a financial loss. Financial assets which potentially subject the Group to credit risk consist principally of cash at banks and receivables. The Group's cash is placed with high credit rating financial institutions. Receivables is presented net of allowance for expected credit losses.

Cash at banks, term deposits and debt instruments

The Group's cash at banks, term deposits measured at amortized cost are considered to have a low credit risk and the loss allowance is based on the 12 months expected loss. The Group's cash and term deposits are placed with high credit rating financial institutions with no recent history of default. Based on management's assessment, the expected credit loss impact arising from such financial assets are insignificant to the Group as the risk of default has not increased significantly since initial recognition.

The Group's maximum exposure arising from default of the counter-party is limited to the carrying amount of cash at banks, term deposits and receivables.

c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments. To manage this risk, the Group periodically assesses the financial viability of customers.

Maturity Table for financial liabilities:

2019				
	Less than 1 year	1-2 years	More than 2 years	Total
Accounts payable	8,945,123	5,160,374	1,666,658	15,772,155
Lease liabilities	1,027,062	1,166,773	11,755,387	13,949,222
Islamic bank facilities	5,314,744	19,049,121	72,819,126	97,182,991
Term loans	1,960,726	5,404,019	-	7,364,745
Total	17,247,655	30,780,287	86,241,171	134,269,113
2018				
	Less than 1 year	1-2 years	More than 2 years	Total
Accounts payable	12,377,570	4,594,917	1,495,906	18,468,393
Islamic bank facilities	13,230,013	15,841,662	62,523,426	91,595,101
Term loans	1,338,289	765,785	6,796,937	8,901,011
Total	26,945,872	21,202,364	70,816,269	118,964,505
Capital commitments	530,047	6,268,292	-	6,798,339

d) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency exchange rates. The Group incurs foreign currency risk on transactions that are denominated in a currency other than the Kuwaiti Dinar. The Group may reduce its exposure to fluctuations in foreign exchange rates through the use of derivative financial instruments.

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The following table demonstrates the sensitivity to a reasonably possible change in the foreign exchange rate between foreign currencies used by the group and Kuwaiti Dinar.

	2019	
	Increase (decrease) against Kuwaiti Dinar	Effect on consolidated statement of profit or loss
United Arab Emirates Dirham	±5%	± 16,613
Turkish Lira	±5%	± 284,061
Omani Riyal	±5%	±187,906
Total		<u>± 488,580</u>
	2018	
	Increase (decrease) against Kuwaiti Dinar	Effect on consolidated statement of profit or loss
United Arab Emirates Dirham	±5%	± 1,245,270
Turkish Lira	±5%	± 346,796
Omani Riyal	±5%	± 177,488
Total		<u>± 1,769,554</u>

e) Equity price risk

Equity price risk is the risk that fair values of equity instruments decrease as the result of changes in level of equity indices and the value of individual stocks. To manage such risks, the Group diversifies its investments in different sectors within its investment portfolio and are continuously monitored.

The following table demonstrates the sensitivity to a reasonably possible change in equity indices as a result of change in the fair value of these equity instruments, to which the Group had significant exposure as of the reporting date:

	2019	
	Change in equity instrument price	Effect on consolidated statement of profit or loss
Market indices	± 5%	± 2,407
Bursa Kuwait		
	2018	
	Change in equity instrument price	Effect on consolidated statement of profit or loss
Market indices	± 5%	-
Bursa Kuwait		

30. Fair value measurement

The Group measures financial assets such as financial assets at FVPL and financial assets at FVOCI and non-financial assets such as investment properties at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

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All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table shows an analysis of captions recorded at fair value by level of the fair value hierarchy:

2019			
	Level 1	Level 3	Total
Financial assets at FVPL	48,147	777,853	826,000
Financial assets at FVOCI	-	3,115,718	3,115,718
Total	48,147	3,893,571	3,941,718

2018			
	Level 1	Level 3	Total
Financial assets at FVPL	-	981,739	981,739
Financial assets at FVOCI	-	4,679,356	4,679,356
Total	-	5,661,095	5,661,095

During the year, certain unquoted financial assets previously measured under level 3 were transferred to level 1 due to the listing of those shares during the year in Boursa Kuwait, which resulted in transferring and measuring those financial assets under level 1 as of December 31, 2019.

The fair value details of investment properties are mentioned in Note 9.

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization based on the lowest level input that is significant to the fair value measurement as a whole at the end of each reporting period.

31. Capital Risk Management

The Group's objectives when managing capital resources are to safeguard the Group's ability to continue as a going concern in order to provide returns and benefits for shareholders and to maintain an optimal capital resources structure to reduce the cost of capital.

In order to maintain or adjust the capital resources structure, the Group may adjust the amount of cash dividends paid to shareholders, return paid up capital to shareholders, issue new shares, sell assets to reduce debt, repay facilities or obtain additional facilities.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total financial facilities less cash and cash equivalents, and term deposits. Total capital is calculated as 'equity' as shown in the consolidated statement of financial position plus net debt.

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For the purpose of capital risk management, the total capital resources consist of the following components:

	2019	2018
Term loans	7,364,745	8,901,011
Islamic bank facilities	97,182,991	91,595,101
Total borrowings	104,547,736	100,496,112
Less: cash and cash equivalents	(9,902,507)	(7,169,433)
Net debt	94,645,229	93,326,679
Total equity	92,975,650	104,123,028
Total capital resources	187,620,879	197,449,707
Gearing Ratio	50.44%	47.27%