

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

**CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIOD ENDED JUNE 30, 2023
WITH
INDEPENDENT AUDITOR'S REPORT**

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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 June 30, 2023, and the consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows for the period 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 June 30, 2023, and its consolidated financial performance and its consolidated cash flows for the period 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 period. 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 matter:

Valuation of investment properties

Investment properties as of June 30, 2023 amounting to KD 131,711,910 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 a 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 on a sample basis from the licensed valuers and checked the adequacy of disclosures in the consolidated financial statements, which is included in (Note 9).

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Other Matter

The accompanying interim condensed consolidated statement of financial position of Al Mazaya Holding Company K.S.C.P. (the Parent Company) and its subsidiaries (the Group) as of June 30, 2022, and the related interim condensed consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows for the six months period then ended were reviewed by us, and our review report thereon dated August 1, 2022 stated that nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial information is not prepared, in all material respects, in accordance with International Accounting Standard 34. However, a review is substantially less in scope than an audit and does not provide a basis for the expression of an opinion on the consolidated financial statements.

Other information

Management is responsible for the other information. Other information consists of the information included in the Group's 2023 Semi Annual Report, other than the consolidated financial statements and our auditor's report therein. We have not received the Group's Semi Annual Report, which also includes the Board of Directors report, prior to the date of our auditor's report, and we expect to receive these reports after the date of our auditor's report. 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 consolidated 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. Our opinion on the consolidated financial statements does not cover the other information attached to it, and we do not and will not express any form of assurance conclusion thereon.

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 the Group's 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

Furthermore, 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 period ended June 30, 2023, that might have had a material effect on the business or financial position of the Parent Company.

Furthermore, we have not become aware of any material violations of the provisions of Law 7 of 2010, as amended, relating to the Capital Markets Authority and its related regulations during the period ended June 30, 2023 that might have had a material effect on the Group's financial position or results of its operations.

State of Kuwait
August 10, 2023



Nayef M. Al Bazie
License No. 91-A
RSM Albazie & Co.

AL-MAZAYA HOLDING COMPANY - K.S.C. (PUBLIC)
AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS OF JUNE 30, 2023
(All amounts are in Kuwaiti Dinars)

		June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022 (Restated)
ASSETS				
Current assets:	Note			
Cash and cash equivalents	3	11,486,615	6,357,880	4,826,087
Term deposits	4	1,218,000	-	-
Financial assets at fair value through profit or loss ("FVTPL")		590	235,587	378,447
Accounts receivable and other debit balances	5	2,169,871	3,376,064	6,224,285
Advances to purchase properties	9	8,278,607	-	-
Inventory		41,124	976	2,502
Properties held for trading	6	3,693,069	3,941,112	5,910,172
Assets classified as held for sale	7	15,192,441	15,154,762	15,628,555
Total current assets		42,080,317	29,066,381	32,970,048
Non-current assets:				
Financial assets at fair value through other comprehensive income ("FVOCI")	8	7,100,158	9,013,557	9,465,429
Investment in an associate		273,257	268,331	250,374
Property, plant and equipment		2,591,405	2,608,663	1,708,525
Investment properties	9	131,711,910	159,901,075	165,357,505
Goodwill	10	2,254,210	2,254,210	2,254,210
Total non-current assets		143,930,940	174,045,836	179,036,043
Total assets		186,011,257	203,112,217	212,006,091
LIABILITIES AND EQUITY				
Current liabilities:				
Accounts payable and other credit balances	11	10,647,496	11,735,726	10,320,720
Advances from customers		1,533,818	587,490	90,144
Lease liabilities	12	2,037,391	1,512,273	1,100,109
Islamic bank facilities	13	2,342,627	5,718,203	5,255,570
Liabilities relating to assets classified as held for sale	7	243,358	248,285	253,078
Total current liabilities		16,804,690	19,801,977	17,019,621
Non-current liabilities:				
Accounts payable and other credit balances	11	3,776,007	3,289,613	3,094,088
Lease liabilities	12	24,271,275	25,228,038	19,054,507
Islamic bank facilities	13	82,675,089	90,074,403	94,014,997
Provision for end of service indemnity		1,625,440	1,581,675	1,748,922
Total non-current liabilities		112,347,811	120,173,729	117,912,514
Total Liabilities		129,152,501	139,975,706	134,932,135
Equity:				
Share Capital	14	62,955,982	62,955,982	62,955,982
Share premium		8,826,198	17,921,560	17,921,560
Treasury shares	15	(694,675)	(1,777)	(1,777)
Statutory reserve	16	1,632,430	1,632,430	1,632,430
Fair value reserve		(8,626,279)	(6,850,132)	(6,428,339)
Other reserves		463,988	463,988	463,988
Foreign currency translation adjustments		5,530,488	(14,932,065)	(14,313,589)
Foreign currency translation adjustments relating to assets classified as held for sale		202,349	123,564	229,994
(Accumulated losses) retained earnings		(24,245,118)	(9,095,362)	2,892,998
Equity attributable to shareholders of the Parent Company		46,045,363	52,218,188	65,353,247
Non-controlling interests		10,813,393	10,918,323	11,720,709
Total equity		56,858,756	63,136,511	77,073,956
Total liabilities and equity		186,011,257	203,112,217	212,006,091

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

Eid A. Al Rasheedi
Vice 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 PERIOD ENDED JUNE 30, 2023
(All amounts are in Kuwaiti Dinar)

		For the three months ended June 30,		For the six months ended June 30,	
	Note	2023 (Audited)	2022 (Restated)	2023 (Audited)	2022 (Restated)
Continuing operations:					
Revenue:					
Revenue from sale of properties held for trading	19	169,374	571,229	305,813	571,229
Rental income	19	2,989,289	2,541,723	5,981,276	5,030,156
Medical services income	19	527,816	301,997	945,478	1,163,527
Net management fees and commission income		2,633	64,179	211,949	136,063
Total Revenue		3,689,112	3,479,128	7,444,516	6,900,975
Cost of revenue:					
Cost of sale of properties held for trading	6	(145,578)	(469,284)	(279,268)	(469,284)
Cost of rental		(491,516)	(441,225)	(949,556)	(874,908)
Cost of medical services		(491,635)	(293,240)	(925,409)	(932,106)
Total costs		(1,128,729)	(1,203,749)	(2,154,233)	(2,276,298)
Gross profit		2,560,383	2,275,379	5,290,283	4,624,677
Reversal of impairment loss on properties held for trading	6	28,149	-	28,149	-
Share of results from an associate		3,851	10,374	4,926	10,374
Gain on sale of investment properties		589,089	-	665,455	-
Change in fair value of investment properties	9	(1,808,833)	-	(1,808,833)	-
Selling and marketing expenses		(87,461)	(41,011)	(131,112)	(72,181)
General and administrative expenses		(869,038)	(789,491)	(1,724,658)	(1,585,158)
Depreciation		(51,500)	(43,000)	(106,991)	(108,891)
Operating profit		364,640	1,412,251	2,217,219	2,868,821
Gain on disposal of a subsidiary		-	464,435	-	464,435
Net (loss) profit on financial assets	20	(1,240)	24,555	(16,783)	7,741
Net other expenses	21	(794,148)	(88,726)	(894,596)	(214,179)
Amortization of finance costs related to lease liabilities	12	(328,374)	(233,165)	(659,914)	(375,352)
Finance costs		(1,524,507)	(1,136,093)	(2,946,679)	(2,175,182)
(Loss) profit for the period from continuing operations		(2,283,629)	443,257	(2,300,753)	576,284
Discontinued operations:					
(Loss) profit for the period from discontinued operations	7	(22,739,254)	17,727	(22,538,120)	194,142
(Loss) profit for the period		(25,022,883)	460,984	(24,838,873)	770,426
Attributable to:					
Shareholders of the Parent Company		(25,019,572)	210,432	(24,824,756)	414,681
Non-controlling interests		(3,311)	250,552	(14,117)	355,745
(Loss) profit for the period		(25,022,883)	460,984	(24,838,873)	770,426
(Loss) earnings per share attributable to shareholders of the Parent Company:					
Continuing operations:					
Basic and diluted (loss) earnings per share - attributable to shareholders of the Parent Company - Fils	22	(3.71)	0.32	(3.66)	0.40
Discontinued operations:					
Basic and diluted (loss) earnings per share - attributable to shareholders of the Parent Company from discontinued operations - Fils	22	(36.73)	0.01	(36.13)	0.26
Total basic and diluted (loss) earnings per share - attributable to shareholders of the Parent Company - Fils	22	(40.44)	0.33	(39.79)	0.66

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 PERIOD ENDED JUNE 30, 2023
(All amounts are in Kuwaiti Dinar)

	For the three months ended June 30,		For the six months ended June 30,	
	2023 (Audited)	2022 (Restated)	2023 (Audited)	2022 (Restated)
(Loss) profit for the period	(25,022,883)	460,984	(24,838,873)	770,426
Other comprehensive (loss) income from continuing operations:				
<u>Items to be reclassified subsequently to consolidated statement of profit or loss:</u>				
Foreign currency translation adjustment	115,333	577,920	(1,473,273)	742,667
<u>Items that will not be reclassified subsequently to consolidated statement of profit or loss:</u>				
Change in fair value of financial assets through other comprehensive income	(621,066)	(362,502)	(1,913,399)	(903,566)
Other comprehensive (loss) income for the period from continuing operations:	(505,733)	215,418	(3,386,672)	(160,899)
Other comprehensive income (loss) from discontinued operations:				
Other comprehensive income (loss) for the period from discontinued operations:	22,167,862	(598,528)	22,061,050	(1,209,744)
Total other comprehensive income (loss) for the period	21,662,129	(383,110)	18,674,378	(1,370,643)
Total comprehensive (loss) income for the period	(3,360,754)	77,874	(6,164,495)	(600,217)
Attributable to:				
Shareholders of the Parent Company	(3,339,007)	(248,804)	(6,059,565)	(956,378)
Non-controlling interests	(21,747)	326,678	(104,930)	356,161
	(3,360,754)	77,874	(6,164,495)	(600,217)
Total comprehensive loss for the period attributable to shareholders of the Parent Company:				
Continuing operations	(2,611,269)	330,761	(5,393,336)	117,785
Discontinued operations	(727,738)	(579,565)	(666,229)	(1,074,163)
	(3,339,007)	(248,804)	(6,059,565)	(956,378)

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 CHANGES IN EQUITY
FOR THE PERIOD ENDED JUNE 30, 2023
(All amounts are in Kuwaiti Dinar)

	Equity attributable to shareholders of the Parent Company											
	Share capital	Share premium	Treasury shares	Statutory reserve	Fair value reserve	Other reserves	Foreign currency translation adjustments	Foreign currency translation adjustments relating to assets classified as held for sale	(Accumulated losses) Retained earnings	Sub-total	Non-controlling interests	Total equity
Balance as at January 1, 2023	62,955,982	17,921,560	(1,777)	1,632,430	(6,850,132)	463,988	(14,932,065)	123,564	(9,095,362)	52,218,188	10,918,323	63,136,511
Setting off of accumulated losses (Note 24)	-	(9,095,362)	-	-	-	-	-	-	9,095,362	-	-	-
Loss for the period	-	-	-	-	-	-	-	-	(24,824,756)	(24,824,756)	(14,117)	(24,838,873)
Other comprehensive (loss) income for the period	-	-	-	-	(1,776,147)	-	(1,646,465)	22,187,803	-	18,765,191	(90,813)	18,674,378
Total comprehensive (loss) income for the period	-	-	-	-	(1,776,147)	-	(1,646,465)	22,187,803	(24,824,756)	(6,059,565)	(104,930)	(6,164,495)
Effect of hyperinflation on a subsidiary (Note 7)	-	-	-	-	-	-	-	-	579,638	579,638	-	579,638
Transferred to foreign currency translation adjustments relating to assets classified as held for sale	-	-	-	-	-	-	22,109,018	(22,109,018)	-	-	-	-
Purchase of treasury shares	-	-	(692,898)	-	-	-	-	-	-	(692,898)	-	(692,898)
Balance as at June 30, 2023 (Audited)	62,955,982	8,826,198	(694,675)	1,632,430	(8,626,279)	463,988	5,530,488	202,349	(24,245,118)	46,045,363	10,813,393	56,858,756
Balance as at December 31, 2021	62,955,982	17,921,560	(1,777)	1,632,430	(5,582,249)	573,614	(15,898,912)	(7,317)	365,497	61,958,828	14,396,904	76,355,732
Prior years' adjustments (Note 2)	-	-	-	-	-	-	2,347,603	-	1,056,759	3,404,362	(3,404,362)	-
Balance as at January 1, 2022	62,955,982	17,921,560	(1,777)	1,632,430	(5,582,249)	573,614	(13,551,309)	(7,317)	1,422,256	65,363,190	10,992,542	76,355,732
Profit for the period	-	-	-	-	-	-	-	-	414,681	414,681	355,745	770,426
Other comprehensive (loss) income for the period	-	-	-	-	(846,090)	-	(762,280)	237,311	-	(1,371,059)	416	(1,370,643)
Total comprehensive (loss) income for the period	-	-	-	-	(846,090)	-	(762,280)	237,311	414,681	(956,378)	356,161	(600,217)
Effect of hyperinflation on a subsidiary	-	-	-	-	-	-	-	-	1,056,061	1,056,061	-	1,056,061
Effect of partial disposal of a subsidiary	-	-	-	-	-	(109,626)	-	-	-	(109,626)	415,897	306,271
Effect of disposal of a subsidiary	-	-	-	-	-	-	-	-	-	-	(43,891)	(43,891)
Balance as at June 30, 2022	62,955,982	17,921,560	(1,777)	1,632,430	(6,428,339)	463,988	(14,313,589)	229,994	2,892,998	65,353,247	11,720,709	77,073,956

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 CASH FLOWS
FOR THE PERIOD ENDED JUNE 30, 2023
(All amounts are in Kuwaiti Dinar)

	For the six months ended June 30,	
	2023 (Audited)	2022
Cash flows from operating activities:		
(Loss) profit for the period from continuing operations	(2,300,753)	576,284
(Loss) profit for the period from discontinued operations	(22,538,120)	194,142
(Loss) profit for the period	(24,838,873)	770,426
Adjustments:		
Allowance for expected credit losses	247,794	97,801
Allowance for expected credit losses no longer required	(158,379)	(110,022)
Reversal of impairment loss on properties held for trading	(28,149)	-
Net loss (gain) on financial assets	16,783	(7,741)
Share of results from an associate	(4,926)	(10,374)
Change in fair value of investment properties	2,690,510	-
Depreciation	171,882	169,514
Amortization of finance cost related to lease liabilities	659,914	375,352
Finance costs	2,946,679	2,175,182
Loss (gain) on disposal of subsidiaries	22,041,901	(464,435)
Gain on sale of investment properties	(665,455)	-
Net monetary gain	(75,048)	(171,005)
Provision for employees' end of service indemnity	110,165	106,579
	3,114,798	2,931,277
Changes in operating assets and liabilities:		
Accounts receivable and other debit balances	615,962	3,148,023
Inventory	(40,148)	37,733
Properties held for trading	279,268	400,797
Accounts payable and other credit balances	1,071,651	(1,919,048)
Advances from customers	956,549	15,119
Cash flows generated from operations	5,998,080	4,613,901
Employees' end of service indemnity paid	(67,389)	(119,908)
Net cash flows generated from operating activities	5,930,691	4,493,993
Cash flows from investing activities:		
Net movement on restricted cash balances	(3,971,023)	37
Net movement on term deposits	(1,218,000)	-
Net movement on assets / liabilities held for sale	308,741	(87,615)
Paid for purchase of property, plant and equipment	(219,502)	(319,835)
Paid for additions on investment properties	(201,878)	(98,325)
Proceeds from sale of financial assets at FVTPL	226,277	-
Proceeds from sale of investment properties	12,903,322	-
Proceeds from partial disposal of subsidiary	-	306,271
Proceeds from disposal of a subsidiary	4,027,555	200,000
Cash dividend received	12,242	127,025
Net cash flows generated from investing activities	11,867,734	127,558
Cash flows from financing activities:		
Net movement on Islamic bank facilities	(10,775,810)	(3,301,804)
Lease liabilities paid	(1,091,559)	(912,000)
Purchase of treasury shares	(692,898)	-
Finance costs paid	(3,326,705)	(2,426,638)
Net cash flows used in financing activities	(15,886,972)	(6,640,442)

AL-MAZAYA HOLDING COMPANY - K.S.C. (PUBLIC)
AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED JUNE 30, 2023
(All amounts are in Kuwaiti Dinar)

	For the six months ended June 30,	
	2023	2022
	(Audited)	
Net increase (decrease) in cash and cash equivalents	1,911,453	(2,018,891)
Cash on hand and at banks relating to assets classified as held for sale (Note 7-a)	(413,023)	(132,592)
Cash on hand and at banks related to disposed subsidiaries	(108,754)	(139,269)
Foreign currency translation adjustments	(231,964)	28,126
Cash and cash equivalents at the beginning of the period (Note 3)	5,774,968	6,412,811
Cash and cash equivalents at the end of the period (Note 3)	6,932,680	4,150,185
Non-cash transactions:		
Accounts receivable and other debit balances	-	(200,000)
Advances to purchase properties	(8,260,019)	-
Property, plant and equipment	-	(152,031)
Additions on investment properties	(8,610,901)	(18,163,376)
Disposal of investment properties	16,870,920	-
Accounts payable and other credit balances	-	3,527,031
Islamic bank facilities	-	6,000,000
Lease liabilities	-	8,788,376
Disposal of a subsidiary	-	200,000
	-	-

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 dated June 25, 2023 to amend some articles of the Memorandum of Incorporation (Note 24).

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 August 10, 2023.

2. Significant accounting policies

The consolidated financial statements of the Group have been prepared in accordance with the 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 ("FVTPL"), Financial assets at fair value through other comprehensive income ("FVTOCI"), 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(ae). The key sources of estimation uncertainty are consistent with the annual audited consolidated financial statements of the Group for the year ended December 31, 2022.

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, 2023 :

Amendments to IAS 1 Presentation of Financial Statements — Disclosure of Accounting Policies

The amendments change the requirements in IAS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term 'significant accounting policies' with 'material accounting policy information'. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements.

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

The amendments to IAS 1 are effective for annual periods beginning on or after 1 January 2023, with earlier application permitted and are applied prospectively.

These amendments do not have any material impact on the consolidated financial statements.

Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors—Definition of Accounting Estimates

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

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

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

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

These amendments do not have any material impact on the consolidated financial statements.

Amendments to IAS 1 – Classification of Liabilities as Current or Non-current

In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement.
- That a right to defer must exist at the end of the reporting period.
- That classification is unaffected by the likelihood that an entity will exercise its deferral right.
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

These amendments are effective for annual periods beginning on or after 1 January 2023 and must be applied retrospectively.

These amendments do not have any material impact on the consolidated financial statements.

AL-MAZAYA HOLDING COMPANY - K.S.C. (PUBLIC)
AND ITS SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2023
(All amounts are in Kuwaiti Dinar)

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 the subsidiaries	Country of incorporation	Principal activities	Percentage of holding		
			June 30, 2023	December 31, 2022	June 30, 2022
Al Mazaya Real Estate Development Company K.S.C (Closed)	State of Kuwait	Real estate	97.77%	97.77%	97.98%
Gulf Turkey for General Trading and Contracting Company W.L.L	State of Kuwait	Real estate	98%	98%	98%
First Dubai Real Estate Development Company – K.S.C.P	State of Kuwait	Real estate	88.83%	88.83%	89.23%
Mezzan Combined For General Trading Company – W.L.L	State of Kuwait	Real estate	99%	99%	99%
Al Yammar Kuwaiti Agriculture Company S.P.C. (a)	State of Kuwait	Real estate	-	100%	100%
Mazaya Ritim Istanbul Insaat Anonim Sirketi (Note 7 – b)	Turkey	Real estate	-	100%	100%
Mazaya Real Estate Turkey Gayrimenkul Yatirimlari Anonim Sirketi	Turkey	Real estate	100%	100%	100%
Al Mazaya Lebanon Company- S.A.L (Holding)	Lebanon	Real estate	99.85%	99.85%	99.85%
Grand Mazaya Real Estate Company W.L.L (a)	KSA	Real estate	-	99%	99%
Al Mazaya Real Estate Development Company L.L.C.	Oman	Real estate	100%	100%	100%
Mazaya Al Ghad – S.P.C.	UAE	Real estate	100%	100%	100%
Al Mazaya Prime for Project Management – O.P.C.	State of Kuwait	Real estate	100%	100%	99%
MedCell Medical Company - K.S.C.C.	State of Kuwait	Medical services	50%	50%	50%

(a) During the period ended June 30, 2023, the Group had liquidated both Al Yammar Kuwaiti Agriculture Company S.P.C. and Grand Mazaya Real Estate Company W.L.L.

Prior years' adjustments represent the effect of adjusting the calculations of the non - controlling interest and the Parent Company in First Dubai Real Estate Development Company – K.S.C.P and Al Mazaya Real Estate Development Company – K.S.C. (Closed). The effect of this change resulted in an increase in the retained earnings by an amount of KD 1,056,759, increase in foreign currency translation adjustments by an amount of KD 2,347,603 and decrease in the non-controlling interests by an amount of KD 3,404,362.

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, term deposits, accounts receivable, advances to purchase properties, financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income, Islamic bank facilities, lease liabilities 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 FVTPL. 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 FVTPL.

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, with gains or losses recycled to the statement of profit or loss on derecognition.
- Equity instruments at FVOCI, with no recycling of gains or losses to statement of profit or loss on derecognition.
- Financial assets at fair value through profit or loss (FVTPL).

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.

Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. In general, effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortized cost of the debt instrument on initial recognition.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortized cost of a financial asset before adjusting for any loss allowance.

Cash and cash equivalents, term deposits, 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.
- Term deposits
Term deposits are placed with banks and have a contractual maturity of more than three months.
- 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 FVTOCI

Upon initial recognition, the Group may elect to classify irrevocably some of its equity instruments at FVTOCI 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 FVTOCI 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 FVTOCI 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 FVTPL

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

- Investments in equity instruments are classified as at FVTPL, 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 FVTPL. 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.
- 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-months 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-months 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 FVTPL or at amortized cost using effective interest rate method.

Financial liabilities at amortized cost

Financial liabilities that are not at FVTPL 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.

- **Borrowing:**

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 of the carrying amount of the liability before the modification; and 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) Inventory:

Inventories are valued at the lower of cost or net realizable value after providing allowances for any obsolete or slow-moving items. Costs comprise direct materials and where applicable, direct labor costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business less the costs of completion and selling expenses. Write-down is made for obsolete and slow-moving items based on their expected future use and net realizable value.

f) 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.

g) Investment properties:

Investment properties comprise completed property, property under construction or re-development and rights to use real estate assets (Note 2 – v) 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.

h) 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 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 and determine if necessary, to recognize any impairment loss with respect to the investment. If there is such evidence, 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 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 consolidated statement of profit or loss.

i) 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.

j) Non-current assets held for sale

Non-current assets (and disposal groups) are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. Non-current assets (and disposal groups) classified as held for sale are measured at the lower of the assets' previous carrying amount and fair value less costs to sell. Non-current assets once classified as held for sale are not depreciated or amortized. Assets classified as held for sale are presented separately as current items in the consolidated statement of financial position.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

When the Group is committed to a sale plan involving disposal of an investment in an associate or, a portion of an investment in an associate, the investment, or the portion of the investment in the associate that will be disposed of is classified as held for sale when the criteria described above are met, and the Group ceases to apply the equity method in relation to the portion that is classified as held for sale. Any retained portion of an investment in an associate that has not been classified as held for sale continues to be accounted for using the equity method.

Any impairment loss on a disposal group first is allocated to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, investment property and biological assets, which continue to be measured in accordance with the Group's accounting policies. Impairment losses on initial classification as held for sale and subsequent gains or losses on remeasurement are recognized in the consolidated statement of profit or loss. Gains are not recognized in excess of any cumulative impairment loss.

Non-current assets that cease to be classified as held for sale (or cease to be included in a disposal group classified as held for sale) are measured at the lower of:

- a) its carrying amount before the asset (or disposal group) was classified as held for sale, adjusted for any depreciation, amortization or revaluations that would have been recognized had the asset (or disposal group) not been classified as held for sale, and
 - b) its recoverable amount at the date of the subsequent decision not to sell.
- k) 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.

l) 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:

	<u>Years</u>
Right of use assets	10- 15
Medical tools and equipment	10
Computer equipment	3
Furniture and fixtures and others	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.

m) 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.

n) 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.

o) 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.

p) 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.

q) 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.

r) 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.

s) 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 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.

Medical services

Medical services 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

Other income is recognized on accrual basis.

t) **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.

Contingent liabilities recognized in a business combination

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.

Onerous contracts

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

If the Group has a contract that is onerous, the present obligation under the contract is recognized and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognizes any impairment loss that has occurred on assets dedicated to that contract.

Provisions are not recognized for future operating losses.

u) Borrowing costs:

Borrowing costs consist of interest, finance cost 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.

v) 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 fulfilment 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 lease liability and a corresponding right-of-use asset 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 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.

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.

- w) 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 for the period ended June 30, 2023.
- x) 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 Boursa Kuwait, share of NLST paid by subsidiaries listed in Boursa Kuwait, and cash dividends received from companies listed in Boursa 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 for the period ended June 30, 2023.
- y) 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 for the period ended June 30, 2023.
- z) 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 year 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 FVTPL are reported as part of the fair value gain or loss. Translation differences on non-monetary items such as equity instruments classified as FVTOCI are included in "cumulative changes in fair value" in other comprehensive income.

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 the 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 translated at the closing rate.

aa) 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 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.

ab) 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.

ac) 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.

ad) 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.

ae) 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 - s) 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 more than 10% of the related subsidiary's equity as material. Disclosures pertaining to those non-controlling interests are set out in (Note 18).

- 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.

- 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. The main methods used to determine the fair value of the investment properties are:
 - 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 independent 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.

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- 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.

3. Cash and cash equivalents

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Cash on hand and at banks	11,486,615	6,282,329	4,773,709
Cash at portfolios	-	75,551	52,378
	11,486,615	6,357,880	4,826,087
Less: restricted cash and bank balances (a)	(4,553,935)	(582,912)	(675,902)
Cash and cash equivalents as represented for the consolidated statement of cash flows	6,932,680	5,774,968	4,150,185

- (a) Restricted bank balances represent escrow accounts restricted for receiving and making payments for specific construction activities and as collateral for some Islamic bank facilities of the Group (Note 13), which may not be available for use within 90 days.

Subsequent to the date of consolidated financial statements, the pledge of bank balances amounting to KD 3,715,532, which was restricted as a collateral against certain Islamic bank facilities granted to the Group, has been released (Note 13).

4. Term deposits

The effective interest rate on term deposits ranges from 4% to 4.75% per annum. These deposits have an average contractual maturity of more than 90 days.

Term deposits amounting to KD 1,100,000 are pledged against Islamic bank facilities (Note 13).

5. Accounts receivable and other debit balances

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Trade receivables (a)	3,883,469	4,040,491	6,072,743
Advance payments and other receivables	9,046,985	9,921,246	10,630,740
	12,930,454	13,961,737	16,703,483
Allowance for expected credit losses (b)	(10,760,583)	(10,585,673)	(10,479,198)
	2,169,871	3,376,064	6,224,285

1. 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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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:

June 30, 2023 (Audited)						
	Less than 30 days	31 – 60 days	61 – 90 days	91 – 180 days	More than 180 days	Total
Expected credit loss rate	11.57%	23.15%	34.72%	78.93%	100%	-
Gross carrying amount	816,402	104,422	76,464	281,352	2,604,829	3,883,469
Allowances for expected credit loss	94,479	24,174	26,548	222,071	2,604,829	2,972,101
December 31, 2022 (audited)						
	Less than 30 days	31 – 60 days	61 – 90 days	91 – 180 days	More than 180 days	Total
Expected credit loss rate	12.22%	21.55%	32.24%	64.56%	100%	-
Gross carrying amount	1,165,515	130,360	23,166	227,577	2,493,873	4,040,491
Allowances for expected credit loss	142,426	28,093	7,468	146,923	2,493,873	2,818,783
June 30, 2022						
	Less than 30 days	31 – 60 days	61 – 90 days	91 – 180 days	More than 180 days	Total
Expected credit loss rate	5.98%	10.79%	16.18%	32.36%	100%	-
Gross carrying amount	3,362,759	70,600	64,309	144,410	2,430,665	6,072,743
Allowances for expected credit loss	201,171	7,615	10,405	46,727	2,430,665	2,696,583

2. Allowance for expected credit losses:

The movement in allowance for credit losses is as follows:

	Trade receivables	Other receivables	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Balance at the beginning of the period / year	2,818,783	7,766,890	10,585,673	10,446,783	10,446,783
Effect of disposal of a subsidiary	(32,011)	-	(32,011)	-	-
Charged for the period / year	245,242	-	245,242	517,589	97,801
Utilized in the period / year	-	-	-	(42,303)	(41,323)
Allowance for expected credit losses no longer required	(69,307)	-	(69,307)	(398,736)	(110,022)
Foreign currency translation adjustments	9,394	21,592	30,986	62,340	85,959
Balance at the end of the period / year	2,972,101	7,788,482	10,760,583	10,585,673	10,479,198

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6. Properties held for trading

Movement on properties held for trading is as follows:

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Balance at the beginning of the period / year	3,941,112	6,228,182	6,228,182
Additions	-	68,850	68,487
Disposals	(279,268)	(1,986,638)	(469,284)
Reversal of (impairment loss) on properties held for trading	28,149	(450,457)	-
Foreign currency translation adjustments	3,076	81,175	82,787
Balance at the end of the period / year	3,693,069	3,941,112	5,910,172

Net realizable value for properties held for trading is based on valuations performed by independent valuers in compliance with the Executive Regulations of Capital Markets Authority regarding the valuation of real estate properties.

Properties held for trading mainly comprise of the following:

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Developed properties	3,693,069	3,941,112	5,910,172

Certain properties held for trading amounting to KD 2,956,852 (December 31, 2022 – KD 2,957,124, June 30, 2022 – KD 4,432,594) are pledged as collateral against Islamic bank facilities (Note 13).

7. Assets classified as held for sale and discontinued operations

(a) Assets classified as held for sale:

Net assets and liabilities held for sale are as follows:

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Kuwaiti Saudi Real Estate Investment Company – O.P.C.	14,949,083	14,906,477	15,375,477

During the year ended December 31, 2021, the Board of Directors of a subsidiary to the Group (First Dubai Real Estate Development Company K.S.C. (public)) approved the disposal of all the shares of Kuwaiti Saudi Real Estate Investment Company – O.P.C. (subsidiary to First Dubai Real Estate Development Company K.S.C. (public)) (subsidiary) against cash and in kind consideration with a net amount of 15,500,000 Kuwaiti dinars. The assets and liabilities attributable to the subsidiary have been classified as a disposal group held for sale and are presented separately in the statement of financial position.

During the year ended December 31, 2022, that transaction was partially executed by transferring part of the in-kind consideration to First Dubai Real Estate Development Company - K.S.C. (Public) (subsidiary) by transferring investment properties amounting to KD 10,125,000 along with an attached mortgage in favor of a local bank for an amount of KD 6,000,000, which was included within the Islamic bank facilities of the Group in addition to partial payment of the cash consideration in the amount of KD 450,000 that had resulted in an obligation of KD 4,575,000 which was recorded under the Accounts payable and other credit balances till the completion of the remaining transaction terms by both parties and recording the full financial impact in the consolidated financial statements at that time.

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During the period ended June 30, 2023, The two parties agreed to amend some transaction terms, which are mainly represented in the exclusion of one of the properties owned by the subsidiary under sale out of the deal and not to include that property in the assets attributable to that subsidiary under sale when transferring the ownership of its shares to the buyer upon the completion of the transaction in the future. In addition to amending the execution mechanism of the remaining terms of the transaction between the two parties and amending the execution phases to be in two phases, where the first phase shall be executed upon the transfer of the remaining properties to be transferred by the buyer to First Dubai Real Estate Development Company - K.S.C. (Public) (the subsidiary), and the second phase shall be fully executed upon the buyer's payment of KD 3,550,000 to the subsidiary. Accordingly, the remaining terms of that transaction are currently under execution by both parties in addition to studying several other options for the final settlement of that transaction between the two parties.

The major items of assets and liabilities comprising the subsidiary under disposal which are classified as held for sale are as follows:

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
<u>ASSETS:</u>			
Cash on hand and at banks	413,023	199,294	132,592
Accounts receivable and other debit balances	159,603	74,207	114,883
Investment properties (a)	14,619,815	14,881,261	15,381,080
Total assets classified as held for sale	15,192,441	15,154,762	15,628,555
<u>Liabilities:</u>			
Accounts payable and other credit balances	241,987	246,159	249,576
Employees' end of service benefits	1,371	2,126	3,502
Total liabilities associated with assets classified as held for sale	243,358	248,285	253,078
Net assets classified as held for sale	14,949,083	14,906,477	15,375,477

- (a) During the period ended June 30, 2023, the pledge was released for investment properties amounted KD 5,289,239 (December 31, 2022 – KD 5,297,272, June 30, 2022 - KD 5,417,214) (Note 13).

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The results of operation related to the subsidiary under disposal for the period are as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2023 (Audited)	2022	2023 (Audited)	2022
<u>Revenue:</u>				
Rental income	186,620	188,480	372,248	370,501
Net management fees and commission income	10,861	10,453	21,191	19,911
Total revenue	197,481	198,933	393,439	390,412
<u>Costs:</u>				
Cost of rental	(53,424)	(56,048)	(79,817)	(110,844)
Total costs	(53,424)	(56,048)	(79,817)	(110,844)
Gross profit	144,057	142,885	313,622	279,568
Change in fair value of investment properties	(350,797)	-	(350,797)	-
General and administrative expenses	(4,268)	(16,275)	(4,801)	(18,347)
Operating (loss) profit	(211,008)	126,610	(41,976)	261,221
Net other income (expenses)	65,043	(5,023)	89,239	(2,124)
(Loss) profit for the period	(145,965)	121,587	47,263	259,097
Other comprehensive income for the period	58,844	215,792	88,687	267,101
Total comprehensive (loss) income for the period	(87,121)	337,379	135,950	526,198

(b) Discontinued operations

During the period ended June 30, 2023, the Parent Company received an offer to purchase its full ownership interest in its subsidiary in Turkey "Mazaya Ritim Istanbul Insaat Anonim Sirketi" for Turkish Lira 310 Million, equivalent to almost KD 4.89 Million as at April 13, 2023 (date of disposal) including the settlement of current accounts between the Parent Company and disposed subsidiary. The Parent Company accepted that offer and sold all ownership interests in that subsidiary in Turkey against the same consideration provided in the purchase offer.

This transaction was recorded by the Group during the period ended June 30, 2023 based on the subsidiary's financial position as at April 13, 2023 (date of sale transaction completion).

The accumulated losses include a credit amount of KD 579,638 that represents the calculation of the cumulative hyperinflation impact resulting from historical translation differences for the activities and operations of the subsidiary from the beginning of the year the sale transaction completion date in accordance with IAS 29 "Financial Reporting in Hyperinflationary Economies". The net monetary gain for the Group that was recognized in the consolidated statement of profit or loss till the sale transaction completion date had amounted to KD 75,048, which had resulted from the assessment of the Turkish economy as a hyperinflationary economy based on the cumulative inflation rates over the previous three years that was effective for reporting periods on or after April 1, 2022, where the Group had decided to classify the historical translation differences associated with the hyperinflation to accumulated losses.

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Analysis of assets and liabilities disposed of is as follows:

	April 13, 2023 (Date of disposal)
ASSETS:	
Cash on hand and at banks	108,754
Accounts receivable and other debit balances	453,170
Property, plant and equipment	64,212
Investment properties	4,592,002
Total assets classified as held for sale	<u>5,218,138</u>
Liabilities:	
Accounts payable and other credit balances	1,313,766
Advances from customers	8,811
Total liabilities associated with classified as held for sale	<u>1,322,577</u>
Net assets classified as held for sale	<u>3,895,561</u>

The results of operation related to disposed subsidiary are presented as follows:

	For the period from January 1, 2023 to April 13, 2023 (Date of disposal)	For the six months ended June 30, 2022
Revenue:		
Rental income	135,477	98,672
Total revenue	<u>135,477</u>	<u>98,672</u>
Costs:		
Cost of rental	(70,746)	(84,500)
Total costs	<u>(70,746)</u>	<u>(84,500)</u>
Gross profit	64,731	14,172
Change in fair value of investment properties	(530,880)	-
General and administrative expenses	(75,174)	(38,177)
Operating loss	(541,323)	(24,005)
Net monetary gain	75,048	171,005
Net other expenses	(77,207)	(211,955)
Loss for the period	(543,482)	(64,955)
Other comprehensive loss for the period	(201,532)	(1,476,845)
Total comprehensive loss for the period	<u>(745,014)</u>	<u>(1,541,800)</u>

Loss on disposal of a subsidiary:

	June 30, 2023 (Audited)
Net consideration against disposal after settling the current accounts	4,027,555
Add: Foreign currencies differences reclassified to profit or loss	(22,173,895)
Less: Net assets disposed off	(3,895,561)
Loss on disposal of a subsidiary	<u>(22,041,901)</u>

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Net cash inflow on disposal:

	June 30, 2023 (Audited)
Net cash consideration after settling the current accounts	4,027,555
Less: Cash on hand and at banks balances of the subsidiary disposed off	(108,754)
Net cash inflow on disposal	3,918,801

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

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Equity securities	5,248,306	7,787,909	8,225,190
Investment funds	1,851,852	1,225,648	1,240,239
	7,100,158	9,013,557	9,465,429

Financial assets at FVTOCI amounting to KD 7,100,158 (December 31, 2022 - KD 9,013,557, June 30, 2022 - KD 9,465,429) are pledged as collateral against Islamic bank facilities (Note 13).

The financial assets above are denominated in the following currencies:

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Kuwaiti Dinar	5,248,306	7,787,909	8,225,190
US Dollar	1,851,852	1,225,648	1,240,239
	7,100,158	9,013,557	9,465,429

The valuation techniques and measurement levels of these financial assets are disclosed in (Note 29).

9. Investment properties

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

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Balance at the beginning of the period / year	159,901,075	145,928,412	145,928,412
Additions (a), (b)	8,812,779	26,370,305	18,261,701
Reclassification to assets classified as held for sale	(4,630,178)	-	-
Net transfer from / to property, plant and equipment	-	(62,115)	592,885
Disposals (b)	(29,108,787)	(2,144,286)	-
Changes in fair value	(1,808,833)	(11,754,651)	-
Effect of hyperinflation on a subsidiary	-	2,367,051	1,043,593
Foreign currency translation adjustments	(1,454,146)	(803,641)	(469,086)
Balance at the end of the period / year	131,711,910	159,901,075	165,357,505

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Investment properties mainly comprise the following:

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Lands	17,322,835	29,765,450	31,353,128
Developed properties	85,054,076	99,160,786	108,271,712
Right of use real estate assets	29,334,999	30,974,839	25,732,665
	131,711,910	159,901,075	165,357,505

- (a) As at December 31, 2022, The additions on investment properties included an amount of KD 10,125,000 which includes the investment properties transferred to the Group as a part of the deal related of the disposal of all the shares of its subsidiary in the Kingdom of Saudi Arabia (Note 7), The Group had extended the rights of use for some real estate assets and recognized new rights of use real estate assets with total amount of KD 15,782,567 which have been recorded against the related lease liabilities (Note 12).
- (b) During the period ended June 30, 2023, the Group had executed a swap deal for its land plots in the United Arab Emirates with the master developer of those plots that amounted to KD 16,600,732 which is included in the "Disposals" caption in exchange for new land plots amounting to KD 8,610,901 which is included in the "Additions" caption and rights to purchase other land plots amounting to KD 8,278,607 that is recognized as Advances to Purchase Properties.

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 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:

		June 30, 2023 (Audited)		
Class of investment property	Valuation technique	Level 2	Level 3	Total
Lands	Comparable market prices	17,322,835	-	17,322,835
Residential buildings	Comparable market prices	28,074,312	-	28,074,312
Commercial complexes	Income capitalization	-	56,704,701	56,704,701
Commercial complexes	Comparable market prices	275,063	-	275,063
Rights of use real estate assets	Discounted cash flows	-	29,334,999	29,334,999
Total		45,672,210	86,039,700	131,711,910

		December 31, 2022 (Audited)		
Class of investment property	Valuation technique	Level 2	Level 3	Total
Lands	Comparable market prices	29,765,450	-	29,765,450
Residential buildings	Comparable market prices	35,434,656	-	35,434,656
Residential buildings	Income capitalization	-	1,740,000	1,740,000
Commercial complexes	Income capitalization	-	61,753,704	61,753,704
Commercial complexes	Comparable market prices	232,426	-	232,426
Rights of use real estate assets	Discounted cash flows	-	30,974,839	30,974,839
Total		65,432,532	94,468,543	159,901,075

		June 30, 2022		
Class of investment property	Valuation technique	Level 2	Level 3	Total
Lands	Comparable market prices	31,353,127	-	31,353,127
Residential buildings	Comparable market prices	7,838,953	-	7,838,953
Residential buildings	Income capitalization	-	44,326,825	44,326,825
Commercial complexes	Income capitalization	-	50,177,315	50,177,315
Commercial complexes	Comparable market prices	5,928,620	-	5,928,620
Rights of use real estate assets	Discounted cash flows	-	25,732,665	25,732,665
Total		45,120,700	120,236,805	165,357,505

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Certain investment properties amounting to KD 92,220,519 (December 31, 2022 - KD 111,095,296, June 30, 2022 - KD 118,053,725) are pledged as collateral against Islamic bank facilities as at June 30, 2023 (Note 13).

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 indications for impairment loss as at June 30, 2023.

11. Accounts payable and other credit balances

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Trade payables	5,369,515	5,438,165	5,836,807
Dividends payable to shareholders	229,121	234,085	234,238
Other payables and accrued expenses	8,824,867	9,353,089	7,343,763
	14,423,503	15,025,339	13,414,808
Classified as:			
	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Current portion	10,647,496	11,735,726	10,320,720
Non-current portion	3,776,007	3,289,613	3,094,088
	14,423,503	15,025,339	13,414,808

12. Lease liabilities

The movement on lease liabilities during the period / year is as follows:

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Balance at the beginning of the period / year	26,740,311	11,902,888	11,902,888
Additions (Note 9)	-	15,782,567	8,788,376
Amortization of finance costs related to lease liabilities	659,914	994,974	375,352
Payments	(1,091,559)	(1,940,118)	(912,000)
Balance at the end of the period / year	26,308,666	26,740,311	20,154,616

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Lease liabilities can be presented as follows:

	Minimum lease payments			Present value of minimum lease payments		
	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
<u>Lease liabilities:</u>						
Within one year	3,300,208	2,815,413	2,052,500	2,037,391	1,512,273	1,100,109
Remaining liability till end of lease term	30,683,415	32,259,769	24,605,000	24,271,275	25,228,038	19,054,507
Total lease liabilities	33,983,623	35,075,182	26,657,500	26,308,666	26,740,311	20,154,616
Less: Unamortized future finance charge	(7,674,957)	(8,334,871)	(6,502,884)	-	-	-
Present value of minimum lease payments	26,308,666	26,740,311	20,154,616	26,308,666	26,740,311	20,154,616

The average lease term is from 10 to 15 years (December 31, 2022 - from 10 to 15 years, June 30, 2022 - from 10 to 15 years) and the average effective borrowing rate is from 5% to 5.5% for the six months period ended June 30, 2023 (December 31, 2022 - from 5% to 5.5, June 30, 2022 - from 5% to 5.5%). All leases are on a fixed repayment basis and no arrangements have been entered into for additional contingent rental payments.

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13. Islamic bank facilities

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

	Tawarruq facilities			Ijara and mushakraka facilities			Total		
	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Gross payable amount	81,609,336	91,604,204	94,842,660	4,936,393	4,923,880	5,605,977	86,545,729	96,528,084	100,448,637
Less: Unamortized future finance charge	(1,253,624)	(474,030)	(915,676)	(274,389)	(261,448)	(262,394)	(1,528,013)	(735,478)	(1,178,070)
Carrying value	80,355,712	91,130,174	93,926,984	4,662,004	4,662,432	5,343,583	85,017,716	95,792,606	99,270,567

Classified as:

			Current			Non – current			Total		
	Due date	Currency	June 30, 2023 (Audited)	December 31, 2022 (audited)	June 30, 2022	June 30, 2023 (Audited)	December 31, 2022 (audited)	June 30, 2022	June 30, 2023 (Audited)	December 31, 2022 (audited)	June 30, 2022
Tawarruq facilities from local banks carrying average finance cost rate of 2.75% (December 31, 2022 - 2.75 %, June 30, 2022 - 2.75%) above CBK discount rate.	Various maturities ended at March 2029	Kuwaiti Dinars	2,079,334	4,672,102	4,249,959	78,276,378	85,080,582	87,834,975	80,355,712	89,752,684	92,084,934
Tawarruq facilities from foreign bank carrying average finance cost rate of 8.95% (December 31,2022 - 8.32%, June 30, 2022 - 8.32%).	June 2024	US Dollars	-	920,425	921,025	-	457,065	921,025	-	1,377,490	1,842,050
Musharaka facilities from foreign bank carrying average finance cost rate of 6% (December 31,2022 - 5.75%, June 30, 2022 - 5.75%).	December 2029	Omani Rial	263,293	125,676	-	4,398,711	4,536,756	4,656,553	4,662,004	4,662,432	4,656,553
Ijara facilities from foreign banks carrying average finance cost rate 5.75% (December 31, 2022 - 5.75% and June 30, 2022 - 5.75%).	August 2033	UAE Dirhams	- 2,342,627	- 5,718,203	84,586 5,255,570	- 82,675,089	- 90,074,403	602,444 94,014,997	- 85,017,716	- 95,792,606	687,030 99,270,567

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Islamic bank facilities are secured by pledging the following in favor of the lending banks:

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Restricted bank balances (Note 3)	4,075,460	435,226	533,231
Term deposits (Note 4)	1,100,000	-	-
Investment in shares owned by the Parent Company in one of Group's subsidiaries	16,028,400	25,382,282	31,400,761
Properties held for trading (Note 6)	2,956,852	2,957,124	4,432,594
Financial assets at FVTOCI (Note 8)	7,100,158	9,013,557	9,465,429
Investment properties (Note 7, 9)	92,220,519	116,392,568	123,470,939
	123,481,389	154,180,757	169,302,954

During the period ended June 30, 2023 the pledge was released for investment properties in the amount of KD 5,289,239 (December 31, 2022 - KD 5,297,272, June 30, 2022 - KD 5,417,214) (Note 7).

Subsequent to the date of the consolidated financial statements, the pledge was released for restricted bank balances amounting to KD 3,715,532 (Note 3) in addition to releasing the pledge for shares owned by the Parent Company in one of Group's subsidiaries in the amount of KD 16,028,400.

14. Share Capital

The authorized, issued and paid up capital consist of 629,559,816 shares (December 31, 2022 - 629,559,816 shares, June 30, 2022 - 629,559,816 shares) with a nominal value of 100 fils each and all shares are in cash.

15. Treasury shares

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Number of shares (share)	17,015,600	5,600	5,600
Percentage of issued shares (%)	0.027	0.001	0.001
Market value (KD)	809,943	267	319
Cost (KD)	694,675	1,777	1,777

The Group's management has allotted an amount equal to treasury shares balance from statutory reserve liabilities at the date of the consolidated financial statements. Such amount will not be available for distribution during treasury shares holding period.

16. 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. There was no transfer to statutory reserve for the period ended June 30, 2023 as the financial year for the Parent Company ends on December 31.

17. 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. There was no transfer to voluntary reserve for the period ended June 30, 2023 as the financial year for the Parent Company ends on December 31.

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18. 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 interest held by the NCI			Carrying value for NCI in a subsidiary		
			June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
First Dubai Real Estate Development Company K.S.C.P	State of Kuwait	Real Estate Development	11.17%	11.17%	11.17%	9,618,418	9,582,520	10,279,122

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

First Dubai Real Estate Development Company – K.S.C.P.

Summarized consolidated statement of financial position:

	June 30, 2023	December 31, 2022 (Audited)	June 30, 2022
Current assets	20,948,351	13,116,197	12,550,816
Current liabilities	(5,785,772)	(5,233,496)	(4,104,507)
Net current assets	15,162,579	7,882,701	8,446,309
Non-current assets	76,801,179	89,754,324	95,731,474
Non-current liabilities	(5,819,800)	(11,814,573)	(12,116,457)
Net non-current assets	70,981,379	77,939,751	83,615,017
Net assets	86,143,958	85,822,452	92,061,326
Ownership interest held by the NCI	11.17%	11.17%	11.17%
Non-controlling interests	9,618,418	9,582,520	10,279,122

Summarized consolidated statement of profit or loss and other comprehensive income

	For the three months ended June 30,		For the six months ended June 30,	
	2023	2022	2023	2022
Profit for the period	190,339	459,387	778,398	881,611
Other comprehensive income (loss)	102,122	751,691	(272,582)	770,916
Total comprehensive income	292,461	1,211,078	505,816	1,652,527
Comprehensive income attributable to NCI	32,655	135,223	56,477	184,513

19. Revenue:

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

	Six months period ended June 30, 2023 (Audited)			
	Revenue from sale of properties held for trading	Rental Income	Medical services income	Total
Continuing operations:				
State of Kuwait	-	5,004,091	945,478	5,949,569
United Arab Emirates	305,813	729,002	-	1,034,815
Oman	-	92,666	-	92,666
Bahrain	-	155,517	-	155,517
	305,813	5,981,276	945,478	7,232,567
Discontinued operations:				
Kingdom of Saudi Arabia	-	372,248	-	372,248
Turkey	-	135,477	-	135,477
	-	507,725	-	507,725
Total	305,813	6,489,001	945,478	7,740,292

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Six months period ended June 30, 2022				
	Revenue from sale of properties held for trading	Rental Income	Medical services income	Total
Continuing operations:				
State of Kuwait	-	3,819,542	1,163,527	4,983,069
United Arab Emirates	571,229	965,286	-	1,536,515
Oman	-	63,309	-	63,309
Bahrain	-	182,019	-	182,019
	571,229	5,030,156	1,163,527	6,764,912
Discontinued operations:				
Kingdom of Saudi Arabia	-	370,501	-	370,501
Turkey	-	98,672	-	98,672
	-	469,173	-	469,173
Total	571,229	5,499,329	1,163,527	7,234,085

20. Net (loss) gain on financial assets

	For the three months ended June 30,		For the six months ended June 30,	
	2023 (Audited)	2022	2023 (Audited)	2022
Dividend income	12,242	58,094	12,242	58,094
Realized gain from sale of financial assets at FVTPL	1,251	-	603	-
Unrealized loss from changes in fair value of financial assets at FVTPL	(4,705)	(18,986)	(9,323)	(16,000)
Portfolios' management fees	(10,028)	(14,553)	(20,305)	(34,353)
	(1,240)	24,555	(16,783)	7,741

21. Net other expenses

This caption includes allowance for expected credit losses for trade receivable amounting to KD 245,242 (June 30, 2022 – KD 97,801), In addition to provisions no longer required amounting to KD 69,307 (June 30, 2022 – KD 106,351), this caption includes also net current and deferred taxes for the Parent Company's subsidiaries amounting to KD 63,297 (June 30, 2022 – KD 88,244). This caption also includes provisions for legal claims amounting to KD 498,977 (June 30, 2022 – KD Nil) that was recognized during the period which includes mainly a provision amounted KD 462,088 (June 30, 2022 – KD Nil) against a legal claim as referred to in (Note 26).

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22. Basic and diluted (loss) earnings per share

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

	For the three months ended June 30,		For the six months ended June 30,	
	2023 (Audited)	2022 (Restated)	2023 (Audited)	2022 (Restated)
(Loss) profit for the period attributable to equity holders of the Parent Company from Continuing operations	(2,296,616)	206,280	(2,281,359)	249,277
(Loss) profit for the period attributable to equity holders of the Parent Company from Discontinued operations	(22,722,956)	4,152	(22,543,397)	165,404
(Loss) profit for the period attributable to equity holders of the Parent Company	(25,019,572)	210,432	(24,824,756)	414,681
<u>Number of shares outstanding:</u>				
Number of issued shares at the beginning of the period	629,559,816	629,559,816	629,559,816	629,559,816
Less: Weighted average number of treasury shares including capital reduction	(10,809,440)	(5,600)	(5,735,151)	(5,600)
Weighted average number of shares outstanding	618,750,376	629,554,216	623,824,665	629,554,216
Basic and diluted (loss) earnings per share attributable to shareholders of the Parent Company from Continuing operations	(3.71)	0.32	(3.66)	0.40
Basic and diluted (loss) earnings per share attributable to shareholders of the Parent Company from Discontinued operations	(36.73)	0.01	(36.13)	0.26
Basic and diluted (loss) earnings per share	(40.44)	0.33	(39.79)	0.66

As there are no dilutive instruments outstanding, basic and diluted (loss) earnings per share are identical.

23. Related party disclosures

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

Balances included in consolidated statement of financial position:

	Key management personnel	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Accounts payable and other credit balances	36,898	36,898	2,073	6,180
Lease liabilities (a)	6,674,947	6,674,947	3,244,238	3,388,327

Amounts due from / to related parties are interest free and are receivable or payable on demand.

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Transactions included in the consolidated statement of profit or loss:

	Key management personnel	For the three months ended June 30, 2023 (Audited)	2022	For the six months ended June 30, 2023 (Audited)	2022
Rental income	4,308	2,154	2,154	4,308	4,308
Amortization of finance costs related to lease liabilities	(164,898)	(81,800)	(42,171)	(164,898)	(85,468)

- (a) During the period ended June 30, 2023, a property leased by the Group which is accounted for under IFRS 16 has been acquired by a board member from its previous owner. Based on that, the Group's lease liability towards that property had been reassigned towards the new owner under the same terms and conditions of the original contractual lease terms with the old owner for the remaining lease term which ends on October 2037.

The amounts recognized for this lease liability mentioned above that compose part of the Groups' consolidated lease liabilities can be presented as follows:

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Lease liability within one year	909,000	585,000	540,000
Remaining liability till end of lease term	7,731,000	3,213,000	3,483,000
Total lease liability	8,640,000	3,798,000	4,023,000
Less: Unamortized future finance charge	(1,965,053)	(553,762)	(634,673)
Present value of minimum lease payments	6,674,947	3,244,238	3,388,327

Key Management personnel

	For the three months ended June 30, 2023 (Audited)	2022	For the six months ended June 30, 2023 (Audited)	2022
Short term benefits	126,089	144,341	252,179	287,395
End of service indemnity	11,832	15,293	23,664	30,450
	137,921	159,634	275,843	317,845

24. General Assembly of the Parent Company's Shareholders

The Parent Company's Shareholders' Extraordinary General Assembly meeting, held on June 13, 2023, had approved the amendment of Article (57) of the Memorandum of Incorporation, and added a new Article (61) to the Memorandum of Incorporation of the Parent Company regarding the mechanism of distributing interim dividends to shareholders, which was notarized in the commercial registry on June 25, 2023 (Note 1).

The Shareholders' General Assembly of the Parent Company, held on August 3, 2023, had approved distributing dividends as free bonus shares from the treasury shares at the rate of 2% to be distributed among the Shareholders registered in the Parent Company's shares' registry as of the entitlement date, each according to his ownership interest.

These distributions' impact will be recorded as a reduction from the retained earnings and statutory reserves by an amount of KD 194,816 and KD 305,336 respectively without any increase in either the Company's share capital or its issued shares on the entitlement date of such distributions.

The Parent Company's Board of Directors meeting, held on August 10, 2023, proposed to set-off the accumulated losses amounting to KD 24,439,934 after calculating the impact of dividends approved by the Parent Company's General Assembly held on August 3, 2023 as follows:

- Reducing the full balance of share premium by an amount of KD 8,826,198.
- Reducing the balance of statutory reserve by an amount of KD 1,132,571.
- Reducing the share capital by an amount of KD 14,481,165.

Accordingly, the Board of Directors recommended reducing the Parent Company's shares capital from 629,559,816 shares to 484,748,163 shares by cancelling 144,811,653 shares with nominal value of 100 fils per share with an equivalent decrease in the amount of KD 14,481,165. These proposals are subject to the approval of the Shareholders' General Assembly of the Parent Company and the relevant regulatory authorities.

The Annual General Meeting of the Shareholders held on March 16, 2023, has approved the consolidated financial statements of the Group for the year ended December 31, 2022 and approved the following items:

- Not to distribute cash dividends or bonus shares for the year ended December 31, 2022.
- Not to pay Board of Directors remuneration for the year ended December 31, 2022.
- To offset the entire accumulated loss balance amounted to KD 9,095,362 as at December 31, 2022 against reducing the balance of the share premium from KD 17,921,560 to KD 8,826,198.

The Annual General Meeting of the Shareholders held on March 17, 2022, has approved the consolidated financial statements of the Group for the year ended December 31, 2021, and not to distribute cash dividends or bonus shares and not to pay Board of Directors remuneration for the year ended December 31, 2021.

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25. 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. The Group's segment in the Kingdom of Saudi Arabia was reclassified to assets and liabilities classified as held for sale and discontinued operations (Note 7). There is no income generating transactions between the Group's segments.

	Six months period ended June 30, 2023 (Audited)						Six months period ended June 30, 2022					
	Kuwait	UAE	KSA	Turkey	Others	Total	Kuwait	UAE	KSA	Turkey	Others	Total
Segment revenue from continuing operations	6,155,669	1,040,663	-	-	248,184	7,444,516	5,110,315	1,545,332	-	-	245,328	6,900,975
Segment revenue from discontinued operations	-	-	393,439	135,477	-	528,916	-	-	390,412	98,672	-	489,084
Segment (loss) profit from continuing operations	(2,794,841)	132,047	-	-	362,041	(2,300,753)	72,023	516,954	-	-	(12,693)	576,284
Segment profit (loss) from discontinued operations	-	-	47,263	(22,585,383)	-	(22,538,120)	-	-	259,097	(64,955)	-	194,142
	As at June 30, 2023 (Audited)						As at June 30, 2022					
	Kuwait	UAE	KSA	Turkey	Others	Total	Kuwait	UAE	KSA	Turkey	Others	Total
Total segment assets	113,243,460	44,778,513	15,192,441	-	12,796,843	186,011,257	104,000,440	70,503,518	15,628,555	6,377,517	15,496,061	212,006,091
Total segment liabilities	118,415,312	5,691,015	243,358	-	4,802,816	129,152,501	124,347,781	5,077,293	253,078	449,202	4,804,781	134,932,135
	At 31 December 2022 (Audited)											
	Kuwait	UAE	KSA	Turkey	Others	Total						
Total segment assets	108,887,134	59,660,541	15,154,762	5,328,013	14,081,767	203,112,217						
Total segment liabilities	130,076,346	4,515,178	248,285	352,012	4,783,885	139,975,706						

26. Contingent Liabilities

- (a) As at June 30, 2023, the Group is contingently liable in respect of letters of guarantee amounting to KD 277,312 (December 31, 2022 – KD Nil, June 30, 2022 – KD Nil)
- (b) During the year ended December 31, 2020, two subsidiaries of the group had filed lawsuits before the courts of the Emirate of Dubai in the United Arab Emirates against some investors regarding the development of real estate projects in the Emirate of Dubai in the United Arab Emirates. During the year ended December 31, 2021, the Court of Cassation upheld the judgment issued by the Court of Appeal, which had previously upheld the judgment of the Court of First Instance issued in favor of the two subsidiaries of the group about their entitlement to a total amount of AED 19,780,852, in addition to the legal interest of 9% from the date of the judicial claim till full settlement, whereby the entitlement of those subsidiaries including the legal interest until December 31, 2021 had amounted to AED 25,368,142 (equivalent to KD 2,119,645) according to the latest calculations for that entitlement by the court, and hence, the management of those subsidiaries had decided to reverse the provisions recorded in their books against their full entitled amount according to the Court's verdict including the legal interest up till December 31, 2021 which is reported as provisions no longer required in the consolidated statement of profit or loss for the year ended December 31, 2021. The subsidiaries of the group initiated legal execution procedures against those investors for the fulfillment of that verdict along with its legal interest, which resulted in the collection of almost 83% from the total amount due to the two subsidiaries till June 30, 2023, whereas the remaining amount is currently under collection by the Group's two subsidiaries. As a result of those lawsuits, the defendants filed a counter-lawsuit against the Parent Company, the two subsidiaries and others demanding for the payment of AED 261,026,454 (equivalent to KD 21,810,170) in addition to the legal interest of 5% from the date of the judicial claim till full settlement, in addition to demanding payment of AED 50,000,000 (equivalent to KD 4,177,770) as compensation for lost profits. Subsequently, the court demanded from the plaintiffs in those new legal cases to reregister them at the concerned judicial department and pay the required additional fees, based on which, the plaintiffs had reregistered those cases at the concerned judicial department during the fiscal period ended June 30, 2023. In the opinion of the Company's independent legal counsel, there is no need to book any provisions by the Company against those legal cases for now due to its solid legal standing in those cases, and hence, no provisions were booked by the Group against those legal cases as of the accompanying consolidated financial statements date.

During the period ended June 30, 2023, a final court verdict by Court of Cassation of United Arab Emirates was issued to affirm the previously issued verdict against a subsidiary of the Group in United Arab Emirates with an amount of AED 5,000,000 (equivalent to KD 417,020). The Group is currently in process of completing the settlement procedures to the opponent against the related provisions that were previously booked in prior years for that legal case.

During the period ended June 30, 2023, some buyers of real estate units in one of the Group's projects in the Emirate of Dubai filed a lawsuit demanding to terminate the booking forms of the subject real estate units and to refund an amount of AED 5,530,321 including related compensation (equivalent to KD 462,088) in addition to legal interest of 9% till full settlement date. The Group had recognized provision of KD 462,088 on conservatism basis against that legal case during the fiscal period ended June 30, 2023 (Note 21). This case is currently under hearing in front of the legal courts as of the accompanying consolidated financial statements date.

A subsidiary to the Parent Company in the Emirate of Dubai had filed a lawsuit (as a precautionary measure in order to avoid the statute of limitation related to the date of filing that lawsuit) against several parties demanding them to be bear the costs of rectifying the defects and repairing some buildings in the Emirate of Dubai that they had previously developed for the benefit of the subsidiary during the period from 2007 to 2015, due to their responsibility for the implementation work and supervising the implementation of those buildings for the benefit of the subsidiary as some defects that require repairs had appeared according to the reports of relevant authorities in the Emirate of Dubai, where the Company demands to oblige the defendants with a total amount of AED 105,222,600 (equivalent to KD 8,791,916) in addition to the legal interest of 5% from the date of the judicial claim till full settlement date, which represents the estimated budget of the repair costs for the subject buildings that resulted from implementation defects by the main contractor and subcontractors in addition to reserving the right to request compensation after assessing the damages and losses as well as obliging the defendants to pay the related fees, expenses, and attorney's fees. This case is currently under hearing in front of the legal courts as of the accompanying consolidated financial statements date.

27. Financial risk management

In the normal course of business, the Group uses primary financial instruments such as cash and cash equivalents, term deposits, financial assets at FVTPL, accounts receivable, financial assets at FVTOCI, accounts payable, lease liabilities and Islamic bank facilities 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 risks

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, on the Group's profit:

June 30, 2023 (Audited)			
	Increase (decrease) in interest rate / cost	Balance	Effect on consolidated statement of profit or loss
Term deposits	± 0.5%	1,218,000	± 6,090
Islamic bank facilities	± 0.5%	85,017,716	± 425,089
			<u>± 431,179</u>
December 31, 2022 (Audited)			
	Increase (decrease) in interest rate / cost	Balance	Effect on consolidated statement of profit or loss
Islamic bank facilities	± 0.5%	95,792,606	± 478,963
June 30, 2022			
	Increase (decrease) in interest rate / cost	Balance	Effect on consolidated statement of profit or loss
Islamic bank facilities	± 0.5%	99,270,567	± 496,353

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 and cash equivalent, term deposits and receivables. The Group's cash and cash equivalent and term deposits are placed with high credit rating financial institutions. Receivables is presented net of allowance for expected credit losses.

Cash and cash equivalents and Term deposits

The Group's cash and cash equivalent and 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 cash equivalent 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.

Accounts receivable

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Group's customer base, including the default risk of activities and country, in which customers operate, has less of an influence on credit risk.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

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The Group's maximum exposure arising from default of the counterparty is limited to the carrying amount of cash and cash equivalents, 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.

The following table presents the Group's maturity analysis of the financial liabilities:

June 30, 2023 (Audited)				
	Less than 1 year	1-2 years	More than 2 years	Total
Accounts payable and other credit balances	10,647,496	1,689,689	2,086,318	14,423,503
Lease liabilities	2,037,391	2,014,119	22,257,156	26,308,666
Islamic bank facilities	2,342,627	31,975,217	50,699,872	85,017,716
Total	15,027,514	35,679,025	75,043,346	125,749,885
December 31, 2022 (audited)				
	Less than 1 year	1-2 years	More than 2 years	Total
Accounts payable and other credit balances	11,735,726	1,468,911	1,820,702	15,025,339
Lease liabilities	1,512,273	1,937,760	23,290,278	26,740,311
Islamic bank facilities	5,718,203	3,943,109	86,131,294	95,792,606
Total	18,966,202	7,349,780	111,242,274	137,558,256
June 30, 2022				
	Less than 1 year	1-2 years	More than 2 years	Total
Accounts payable and other credit balances	10,320,720	1,410,287	1,683,801	13,414,808
Lease liabilities	1,100,109	1,398,653	17,655,854	20,154,616
Islamic bank facilities	5,255,570	6,174,651	87,840,346	99,270,567
Total	16,676,399	8,983,591	107,180,001	132,839,991

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.

	June 30, 2023 (Audited)	
	Increase (decrease) against Kuwaiti Dinar	Effect on consolidated statement of other comprehensive income
United Arab Emirates Dirham	± 5%	± 574,082
Omani Riyal	± 5%	± 146,059
		± 720,141

	June 30, 2022	
	Increase (decrease) against Kuwaiti Dinar	Effect on consolidated statement of other comprehensive income
United Arab Emirates Dirham	± 5%	± 360,699
Turkish Lira	± 5%	± 229,769
Omani Riyal	± 5%	± 70,060
		± 660,528

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. Currently, these risks do not have a significant impact in the Group.

28. Fiduciary assets

The fiduciary accounts resulted from the Group's management for projects on behalf of others which are not reflected in the consolidated financial statements include balances amounting to KD 223,981 (December 31, 2022 - KD 222,988, June 30, 2022 - KD 223,494).

29. Fair value measurement

The Group measures financial assets such as financial assets at FVTPL and financial assets at FVTOCI 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.

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.

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The following table shows an analysis of the financial and non-financial instruments recorded at fair value by level of the fair value hierarchy:

June 30, 2023 (Audited)				
	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL	-	-	590	590
Financial assets at FVTOCI	-	1,851,852	5,248,306	7,100,158
Investment properties (a)	-	45,672,210	100,659,515	146,331,725
Total	-	47,524,062	105,908,411	153,432,473
December 31, 2022 (audited)				
	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL	79,616	-	155,971	235,587
Financial assets at FVTOCI	-	1,225,648	7,787,909	9,013,557
Investment properties (a)	-	65,432,532	109,349,804	174,782,336
Total	79,616	66,658,180	117,293,684	184,031,480
June 30, 2022				
	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL	-	-	378,447	378,447
Financial assets at FVTOCI	-	1,240,239	8,225,190	9,465,429
Investment properties (a)	-	45,120,701	135,617,884	180,738,585
Total	-	46,360,940	144,221,521	190,582,461

(a) Investment properties include all the properties included under assets classified as held for sale.

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.

The management assessed that the fair values of cash and cash equivalent, term deposits, trade receivables, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The methods and assumptions were used to estimate the fair values:

- The fair values of the quoted notes and bonds are based on price quotations at the reporting date.
- The fair value of unquoted instruments, loans from banks and other financial liabilities, as well as other non-current financial liabilities is estimated by using several methods including the adjusted book value and price multiples as well as the discounting of future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.
- The basis of the valuation of investment properties is fair value. The investment properties are revalued annually based on independent accredited valuers having experience in the location and category of investment property being valued. Valuations are based on current prices in an active market for similar properties of the same location and condition, subject to similar leases and takes into consideration occupancy rates and returns on investment and for the fair value details of investment properties are mentioned in Note (9).

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Movements in level 3 assets during the current and previous financial period / year are set out below:

	Financial assets ("FVTPL")	Financial assets ("FVOCI")	Investment properties (a)	Total
Balance as at January 1, 2023	155,971	7,787,909	109,349,804	117,293,684
Additions	-	-	135,827	135,827
Disposals	(150,676)	-	(6,444,260)	(6,594,936)
Effect of hyperinflation on a subsidiary	-	-	686,934	686,934
Losses recognised in consolidated statement of profit or loss	(4,705)	-	(3,104,734)	(3,109,439)
(Losses) gains recognised in the consolidated statement of other comprehensive income	-	(2,539,603)	35,944	(2,503,659)
Balance as at June 30, 2023 (Audited)	590	5,248,306	100,659,515	105,908,411

	Financial assets ("FVTPL")	Financial assets ("FVOCI")	Investment properties (a)	Total
Balance as at January 1, 2022	394,447	8,913,947	115,957,702	125,266,096
Net transferred to property, plant and equipment	-	-	(62,115)	(62,115)
Additions	-	-	25,630,729	25,630,729
Disposals	(82,274)	-	(63,053)	(145,327)
Losses recognised in consolidated statement of profit or loss	(156,202)	-	(7,476,727)	(7,632,929)
Transferred to other levels (b)	-	-	(25,243,384)	(25,243,384)
(Losses) gains recognised in the consolidated statement of other comprehensive income	-	(1,126,038)	606,652	(519,386)
Balance as at December 31, 2022 (Audited)	155,971	7,787,909	109,349,804	117,293,684

	Financial assets ("FVTPL")	Financial assets ("FVOCI")	Investment properties (a)	Total
Balance as at January 1, 2022	394,447	8,913,947	115,957,702	125,266,096
Net transfer to property, plant and equipment	-	-	592,884	592,884
Additions	-	-	18,272,062	18,272,062
Losses recognised in consolidated statement of profit or loss	(16,000)	-	-	(16,000)
(Losses) gains recognised in the consolidated statement of other comprehensive income	-	(688,757)	795,236	106,479
Balance as at June 30, 2022	378,447	8,225,190	135,617,884	144,221,521

(a) Investment properties include all the properties included under assets classified as held for sale.

(b) During the year ended December 31, 2022, the Group had changed the valuation technique for its investment properties measured at fair value of AED 358,179,000 (equivalent to KD 29,873,561) as of December 31, 2022, from income approach under level 3 to comparative market approach under level 2, as the independent valuator considered the comparative market approach is the appropriate method to be used this year to reflect the nearest real fair value for these investment properties. Also, the Group had changed the valuation technique for its investment properties measured at fair value of TRL 281,000,000 (equivalent to KD 4,630,177) as of December 31, 2022, from comparative market approach under level 2 to income approach under level 3, as the independent valuator considered the income approach is the appropriate method to be used this year to reflect the nearest real fair value for these investment properties based on the current market conditions and economic environment surrounding these properties.

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There was no transfer between the levels during the period ended June 30, 2023.

Following are the unobservable inputs and sensitivity analysis for the assets measured under level 3:

a) Financial assets:

	June 30, 2023 (Audited)	Fair value as at		Valuation methods and main inputs	Significant unobservable inputs	Sensitivity of unobservable inputs to fair value
		December 31, 2022 (Audited)	June 30, 2022			
Financial assets at FVTPL	590	155,971	378,447	Price multiples	Illiquidity discount from 40% to 65%	The increase (decrease) of illiquidity discount by 5% would decrease (increase) fair value by KD 56.
Financial assets at FVTOCI	5,248,306	7,787,909	8,225,190	Adjusted book value	Illiquidity discount rate ranges from 10% to 25% and lack of control discount rate at 15%	The increase (decrease) of illiquidity discount and lack of control discount by 5% would decrease (increase) fair value by KD 658,611.

b) Non-financial assets:

	June 30, 2023 (Audited)	Fair value as at		Valuation methods and main inputs	Significant unobservable inputs	Sensitivity of unobservable inputs to fair value
		December 31, 2022 (Audited)	June 30, 2022			
Investment properties (a)	71,324,516	78,374,965	109,885,219	Income approach	Capitalization rate from 5% to 9% according to the nature and property location and current rentals earned from the properties and the expected rentals for temporary vacancies	The increase (decrease) in the capitalization rate the (decrease) increase in the property's fair value, assuming all other factors remain constant. The increase (decrease) in the discount and vacancy rates, the (decrease) increase in the properties' fair value, assuming all other factors remain constant.
Investment properties (a)	29,334,999	30,974,839	25,732,665	Discounted cash flows	Discount rate from 7% to 9.5%, vacancy rates from 5% to 25% as per the property nature and its expected occupancy, and a growth rate from 2% to 5%	The increase (decrease) in the growth rate, the increase (decrease) in the properties' fair value, assuming all other factors remain constant.

a) Investment properties include all the properties included under assets classified as held for sale.

30. 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.

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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 debt 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.

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

	June 30, 2023 (Audited)	December 31, 2022 (Audited)	June 30, 2022
Islamic bank facilities	85,017,716	95,792,606	99,270,567
<u>Less:</u> Cash and cash equivalents	(11,486,615)	(6,357,880)	(4,826,087)
<u>Less:</u> Term deposits	(1,218,000)	-	-
Net debts	72,313,101	89,434,726	94,444,480
Total equity	56,858,756	63,136,511	77,073,956
Total capital resources	129,171,857	152,571,237	171,518,436
 Gearing Ratio	 55.98%	 58.62%	 55.06%

31. Significant events

During the period ended June 30, 2023, and according to the Parent Company's Board of Directors meeting held on March 22, 2023, a preliminary agreement was reached between Al Mazaya Holding Company - K.S.C.P. (Parent Company) and First Dubai Real Estate Development Company - K.S.C.P. (Subsidiary) regarding their intention to study a Merger by Amalgamation, where Al Mazaya Holding Company - K.S.C.P. will be the "Merging" company and First Dubai Real Estate Development Company - K.S.C.P. will be the "Merged" company. Both companies are currently in process of completing the related studies in that regard.