SOKOUK HOLDING COMPANY - K.S.C. (HOLDING) AND ITS SUBSIDIARIES STATE OF KUWAIT

INTERIM CONSOLIDATED FINANCIAL INFORMATION
FOR THE NINE MONTHS PERIOD ENDED SEPTEMBER 30, 2012
(UNAUDITED)
WITH
REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL INFORMATION

SOKOUK HOLDING COMPANY - K.S.C. (HOLDING) AND ITS SUBSIDIARIES STATE OF KUWAIT

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REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Sokouk Holding Company - K.S.C. (Holding)
State of Kuwait

Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of Sokouk Holding Company - K.S.C. (Holding) (the parent company) and its subsidiaries (the group) as at September 30, 2012 and the related interim condensed consolidated statements of income, comprehensive income, changes in equity and cash flows for the nine months period then ended. Management is responsible for the preparation and presentation of this interim consolidated financial information in accordance with International Accounting Standard 34, 'Interim Financial Reporting'. Our responsibility is to express a conclusion on this interim consolidated financial information based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim consolidated financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim consolidated financial information is not prepared, in all material respects, in accordance with International Accounting Standard 34.



RSM Albazie & Co.

Public Accountants

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Emphasis of matter

We draw attention to Note 4 to the accompanying interim consolidated financial information which describe the uncertainty relating to the amount due from associates. Our conclusion is not qualified in respect of this matter.

Report on other Legal and Regulatory Requirements

Furthermore, the interim consolidated financial information is in agreement with the books of account. We further report that, to the best of our knowledge and belief, no violations of the Commercial Companies' Law of 1960, as amended, or of the Articles of Association of the Parent Company have occurred during the nine months period ended September 30, 2012 that might have had a material effect on the business of the Group or on its financial position.

Ali Owaid Rukheyes Licence No. 72-A

Member of the International Group of Accounting Firms

Dr. Shuaib A. Shuaib Licence No. 33-A

RSM Albazie & Co.

State of Kuwait November 13, 2012

SOKOUK HOLDING COMPANY – K.S.C. (HOLDING) AND ITS SUBSIDIARIES INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED) AS AT SEPTEMBER 30, 2012

(All amounts are in Kuwaiti Dinars)

ASSETS Cash on hand and at banks	Note	September 30, 2012 2,318,757	December 31, 2011 (Audited) 948,639	September 30, 2011 (Restated)
Mudaraba deposits Accounts receivable and other debit balances	3	• 4 720 700	350,000	400,000
Sokouk utilization rights	J	4,730,788 5,399,066	2,545,853 5,367,882	3,765,324 5,511,474
Due from related parties	4	26,746,604	26,531,278	27,018,007
Investments available for sale	•	8,357,532	8,223,338	8,386,171
Investment in associates	5	7,537,623	7,110,225	10,877,384
Investment in joint venture		1,631,857	1,728,669	1,771,009
Investment property under development		16,211,238	13,642,357	15,685,461
Property and equipment		320	878	8,052
Total assets		72,933,785	66,449,119	74,667,327
LIABILITIES AND EQUITY Liabilities: Due to financial institution	6	9,801,460	4,627,513	4,544,135
Murabaha payable		6,029,855	6,574,155	6,946,814
Accounts payable and other credit balances		1,014,031	1,251,201	990,902
Due to a related party	4	450,000	514,870	514,511
Provision for end of service indemnity		107,714	91,260	93,724
Total liabilities		17,403,060	13,058,999	13,090,086
Equity: Share capital		53,800,000	100,000,000	100,000,000
Share premium			17,500,000	17,500,000
Statutory reserve		•	2,229,106	2,229,106
Voluntary reserve Effect of changes in other comprehensive		•	2,229,106	2,229,106
income of associates		(542,210)	(560,330)	(616,145)
Foreign currency translation adjustments		(57,777)	(72,112)	(90,171)
Cumulative changes in fair value		(216,682)	(329,719)	(174,024)
Retained earnings (accumulated losses)		2,010,625	(68,158,212)	(60,520,009)
Equity attributable to shareholders of		2 4 600 000	70 007 000	
the parent company		54,993,956	52,837,839	60,557,863
Non-controlling interests		536,769	552,281	1,019,378
Total equity		55,530,725	53,390,120	61,577,241
Total liabilities and equity		72,933,785	66,449,119	74,667,327

The accompanying notes (1) to (12) form an integral part of the interim consolidated financial information

Feras Fahad Al Bahar Chairman and Chief Executive

Officer

Mohammad Mubarak Al Hajeri Vice Chairman

SOKOUK HOLDING COMPANY – K.S.C. (HOLDING) AND ITS SUBSIDIARIES INTERIM CONDENSED CONSOLIDATED STATEMENT OF INCOME (UNAUDITED) FOR THE NINE MONTHS PERIOD ENDED SEPTEMBER 30, 2012

(All amounts are in Kuwaiti Dinars)

		Three months ended September 30,			nths ended mber 30,	
			2011		2011	
	Note_	2012	(Restated)	2012	(Restated)	
Other operating income		67,585	72,733	179,869	379,088	
Expenses and charges:						
General and administrative		(217,971)	(233,949)	(561,722)	(590,708)	
Depreciation		(186)	(400)	(558)	(2,266)	
·		(218,157)	(234,349)	(562,280)	(592,974)	
Operating loss Realized gain on sale of investments		(150,572)	(161,616)	(382,411)	(213,886)	
available for sale Dividend income from investments		125,293	211,684	108,631	230,250	
available for sale Impairment loss for investments available		11,900	-	58,838	20,128	
for sale		-	-	-	(560,722)	
Group's share of results from associates	5	495,861	(503,878)	409,278	(935,650)	
Group's share of results from joint venture		(37,413)	(27,124)	(112,057)	(81,610)	
Provision for Wakala receivable no longer	7					
required		1,829,055	-	1,829,055	-	
Finance charges		(100,046)	(105,537)	(263,407)	(348,352)	
Foreign currency exchange gain (loss)		135,475_	157,552	365,446	(632, 56 0)	
Net profit (loss) for the period before						
contribution to KFAS		2,309,553	(428,919)	2,013,373	(2,522,402)	
Contribution to KFAS		(18,260)	-	(18,260)	-	
Net profit (loss) for the period		2,291,293	(428,919)	1,995,113	(2,522,402)	
Attributable to :						
Parent Company's shareholders		2,296,712	(432,470)	2,010,625	(2,531,863)	
Non-controlling interests		(5,419)	3,551	(15,512)	9,461	
Net profit (loss) for the period		2,291,293	(428,919)	1,995,113	(2,522,402)	
		Fils	Fils	Fils	Fils	
Earnings (loss) per share attributable to	_	E				
shareholders of the Parent Company	8	4.27	(0.80)	3.74	(4.71)	

SOKOUK HOLDING COMPANY – K.S.C. (HOLDING) AND ITS SUBSIDIARIES INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED) FOR THE NINE MONTHS PERIOD ENDED SEPTEMBER 30, 2012

(All amounts are in Kuwaiti Dinars)

		Three months ended September 30,			
			2011		2011
	<u>Note</u>	2012	(Restated)	2012	(Restated)
Net profit (loss) for the period		2,291,293	(428,919)	1,995,113	(2,522,402)
Other comprehensive (loss) income: Exchange differences on translating					
foreign operations		4,978	6,850	14,335	(34,260)
Change in fair value of investments available for sale		(26,914)	(426,185)	113,037	(300,954)
Share of other comprehensive income from associates	5	14,138	(28,119)	18,120	(103,022)
Other comprehensive (loss) income for the period		(7,798)	(447,454)	145,492	(438,236)
Total comprehensive income (loss) for the period		2,283,495	(876,373)	2,140,605	(2,960,638)
Attributable to :					
Shareholders of the parent company		2,288,914	(879,924)	2,156,117	(2,970,099)
Non-controlling interests		(5,419)	3,551_	(15,512)	9,461
Total comprehensive income (loss) for the period		2,283,495	(876,373)	2,140,605	(2,960,638)

SOKOUK HOLDING COMPANY – K.S.C. (HOLDING) AND ITS SUBSIDIARIES INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED) FOR THE NINE MONTHS PERIOD ENDED SEPTEMBER 30, 2012

(All amounts are in Kuwaiti Dinars)

					Total equity	53,390,120	2,140,605	•	55,530,725	65,256,202	(718,323)	64,537,879	(2,960,638)	61,577,241
			Non -	controlling	interests	552,281	(15,512)		536,769	1,148,089	(138,172)	1,009,917	9,461	1,019,378
					Sub total	52,837,839	2,156,117	•	55,993,956	64,108,113	(580,151)	63,527,962	(2,970,099)	60,557,863
		Retained	earnings	(accumulated	(osses)	(68, 158, 212)	2,010,625	68,158,212	2,010,625	(57,407,995)	(580,151)	(57,988,146)	(2,531,863)	(60,520,009)
			Cumulative	changes in	fair value	(329,719)	113,037	•	(216,682)	126,930		126,930	(300,954)	(174,024)
arent Company		Foreign	сптепсу	translation	adjustments	(72,112)	14,335		(57,777)	(55,911)		(55,911)	(34,260)	(90,171)
Equity attributable to shareholders of the Parent Compar	Effect of	changes in other	comprehensive	income of	associates	(560,330)	18,120	•	(542,210)	(513,123)		(513, 123)	(103,022)	(616,145)
quity attributable to				Voluntary	reserve	2,229,106	1	(2,229,106)		2,229,106	,	2,229,106		2,229,106
E				Statutory	reserve	2,229,106	į	(2,229,106)		2,229,106		2,229,106	•	2,229,106
				Share	premium	17,500,000	•	(17,500,000)		17,500,000		17,500,000		17,500,000
					Share capital	100,000,000		(46,200,000)	53,800,000	100,000,000	•	100,000,000	,	100,000,000
						Balance at December 31, 2011	Lotal comprehensive income (loss) for the period	Capital decrease (Note 10)	Balance at September 30, 2012	Balance at December 31, 2010	Correction of error (Note 11)	Restated balance	Total comprehensive (loss) income for the period	Balance at September 30, 2011

SOKOUK HOLDING COMPANY - K.S.C. (HOLDING) AND ITS SUBSIDIARIES INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED) FOR THE NINE MONTHS PERIOD ENDED SEPTEMBER 30, 2012

(All amounts are in Kuwaiti Dinars)

	Nine months ended September 30,		
		2011	
	2012	(Restated)	
Cash flows from operating activities:			
Net profit (loss) for the period before contribution to KFAS Adjustments for:	2,013,373	(2,522,402)	
Depreciation	558	2,266	
Realized gain on sale of investments available for sale	(108,631)	(230,250)	
Dividend income from investments available for sale	(58,838)	(20,128)	
Impairment loss for investments available for sale		560,722	
Group's share of result from associates	(409,278)	935,650	
Group's share of result from joint venture	112,057	81,610	
Finance charges	263,407	348,352	
Provision for Wakala receivable no longer required	(1,829,055)	040,002	
Provision for end of service indemnity	21,357	20,576	
1 To vision for end of service indentificy			
Changes in operating assets and liabilities:	4,950	(823,604)	
Accounts receivable and other debit balances	4 240 000	200 504	
	1,249,088	390,521	
Due from related parties	(216,236)	1,739,547	
Accounts payable and other credit balances	1,453,310	1,368,812	
Due to a related party	(64,870)	9,176	
Cash generated from operations	2,426,242	2,684,452	
End of service indemnity paid	(4,903)	(25,381)	
Net cash generated from operating activities	2,421,339	2,659,071_	
Cash flows from investing activities:			
Proceeds from (paid for) Mudaraba deposits	350,000	(400,000)	
Proceeds from investments in wakala	1,829,055	-	
Paid for purchase of investments available for sale	(721,447)	(1,294,838)	
Proceeds from sale of investments available for sale	808,921	1,358,445	
Dividend income received from investments available for sale	58,838	420,128	
Paid for investment property under development	(2,568,881)	(1,983,405)	
Paid for property and equipment	-	(8,873)	
Net cash used in investing activities	(243,514)	(1,908,543)	
death, and in minoral grant and	(240,014)	(1,000,040)	
Cash flows from financing activities:			
Net movement of Murabaha payables	(807,707)	(843,728)	
Net cash used in financing activities	(807,707)	(843,728)	
Net increase (decrease) in cash on hand and at banks	1,370,118		
Cash on hand and at banks at the beginning of the period	• •	(93,200)	
	948,639	1,337,645	
Cash on hand and at banks at the end of the period	2,318,757	1,244,445	

(All amounts are in Kuwaiti Dinars)

1. <u>Incorporation and activities</u>

Sokouk Holding Company – K.S.C (Holding) "the parent company", (previously known as Sokouk Real Estate Development Company – K.S.C (Closed) and prior before as Al-Wasta Real Estate Development Company – K.S.C (Closed)), is registered in the State of Kuwait and was incorporated and authenticated at the Ministry of Justice – Real Estate Registration and Authentication Department under Ref. No. 1909/Volume 1 dated August 23, 1998 and registered on commercial register under Ref. No. 74323 dated August 29, 1998.

The parent company's registered address is at P.O. Box 29110 Safat – Postal code 13152 - State of Kuwait.

The interim consolidated financial information were authorized for issue by the Board of Directors on November 13, 2012.

2. Basis of presentation

The interim consolidated financial information has been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting". The accounting policies used in the preparation of the interim consolidated financial information for the period are consistent with those used in the preparation of the annual consolidated financial statements for the year ended December 31, 2011.

The interim consolidated financial information do not include all of the information and footnotes required for complete financial statements prepared in accordance with International Financial Reporting Standards. In the opinion of management, all adjustments consisting of normal recurring accruals considered necessary for a fair presentation have been included. Operating results for the nine months period ended September 30, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2012. For further information, refer to the consolidated financial statements and notes thereto for the year ended December 31, 2011.

3. Accounts receivable and other debit balances

The increase in accounts receivable and other debit balances is due to amount paid as advance payments to subcontractors.

4. Related party disclosures

The Group has entered into various transactions with related parties, i.e. shareholders, key management personnel, associates, joint venture and other related parties in the normal course of its business concerning financing and other related services. Prices and terms of payment are approved by the Group's management. Significant related parties' balances and transactions are as follows:

(All amounts are in Kuwaiti Dinars)

Interim condensed consolidated statement of financial position	September 30, 2012	December 31, 2011 (Audited)	September 30, 2011 (Restated)
Due from related parties:			
Due from associates	38,517,222	38,343,498	38,127,975
Due from joint ventures	1,860,377	1,818,775	1,739,416
Due from companies under common control	475,234	475,234	475,234
Due from other related parties	2,387	2,387	2,387
Provision for doubtful debts	(14,108,616)	(14,108,616)	(13,327,005)
Net due from related parties	26,746,604	26,531,278	27,018,007
Cash with portfolio manager Investments available for sale managed by	152,817	11,548	45,302
related parties	2,041,393	1,285,008	1,253,040
Due to a related party:			
Due to principal shareholder	450,000	514,870	514,511
Total due to a related party	450,000	514,870	514,511
Due to financial institution Murabaha payables	9,801,460 6,029,855	4,627,513 6,574,155	4,544,135 6,946,814

Due from / to related parties mainly result from purchase and sale of Sokouk utilization rights and investments.

Due from related parties includes an amount of USD 158,284,538 which is equivalent to KD 44,724,088 including a deferred revenue of USD 25,008,826 which is equivalent to KD 7,066,369 receivable from Munshaat Real Estate Company – K.S.C. (Closed) – Associate –, payable in five equal annual installments starting from January 1, 2010 up to January 1, 2014.

There is an inherent uncertainty regarding the going concern of associates, Munshaat Real Estate Projects Company – K.S.C. (Closed) and Mas Holding Company - K.S.C. (Closed) (Note 5) .The total amount of the provision relating to due from associates as at September 30, 2012 is KD 14,108,616. (December 31, 2011 KD 14,108,616, September 30, 2011 KD 13,327,005).

	Three months ended September 30,		Nine months ende September 30,	
	2012	2011 (Restated)	2012	2011 (Restated)
Interim condensed consolidated statement of income:				
Other operating income General and administrative expenses	53,780 (3,634)	7,725	164,668	23,176
Finance charges Foreign currency exchange gain (loss)	(3,034) (100,046) 134,665	(105,537) 154,298	(10,631) (263,407) 362,462	(15,309) (348,352) (625,326)

(All amounts are in Kuwaiti Dinars)

	Three months ended September 30,			enths ended ember 30,
	2012	2011	2012	2011
Key management compensation:				2
Short term benefits	18,676	50,378	98,286	143,469
Termination benefits	837	4,849	9,957	12,950
	19,513	55,227	108,243	156,419

5. Investment in associates

The movement during the period / year is as follows:

	September 30,	December 31, 2011	September 30,
	2012	(Audited)	2011
Balance at the beginning of the period / year	7,110,225	12,316,056	12,316,056
Group's share of results from associates	409,278	(4,758,624)	(935,650)
Share of other comprehensive income from			
associates	18,120	(47,207)	(103,022)
Dividend received from an associate		(400,000)	(400,000)
Balance at the end of the period / year	7,537,623	7,110,225	10,877,384

The review report of auditors' for the interim consolidated financial information of Munshaat Real Estate Projects Company – K.S.C. (Closed) for the nine months period ended September 30, 2012 and the auditor's report for Mas Holding Company – K.S.C. (Closed) for the year ended December 31, 2011 included an emphasis of matter relating to inherent uncertainty regarding continuation of going concern as follows:

a) Munshaat Real Estate Projects Company – K.S.C. (Closed)

"The interim consolidated financial information which indicates that the associate has accumulated losses of KD 29,338,573 as at September 30, 2012 and, as at that date the associate's current liabilities exceeded its current assets by KD 122,470,692. Furthermore, The associate is actively engaged with its lenders to restructure its entire debt obligations due to the default on the repayment of certain debt obligations and also the associate has agreed with the parent company, whose debt has been defaulted, for not to pursue collection of its outstanding dues until the associate completes the restructuring and rescheduling process."

b) Mas Holding Company - K.S.C. (Closed)

"The consolidated financial statements which indicates that the associate incurred a loss of KD 3,462,173 for the year ended December 31, 2011 and that the associate's accumulated losses of KD 2,602,699 which is in excess of capital contributed by the shareholders of the associate. The ultimate parent company of the associate has cancelled their rental contracts with the associate which was the only cash generating contracts for the associate."

6. Due to financial institution

During the period the Group obtained the first, second and third installments of a new finance facility from a local Islamic Financial Institution (related party). This facility carries an annual finance charge of 7.485% and is secured by an investment property under development.

(All amounts are in Kuwaiti Dinars)

7. Provision for Wakala receivable no longer required

This represent amount received during the nine months period ended September 30, 2012 for investment in wakala which was fully provided in prior years.

8. Earnings (loss) per share attributable to equity holders of the Parent Company

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

		onths ended ember 30,	Nine months ended September 30,		
Profit (loss) for the period attributable to	2012	2011 (Restated)	2012	2011 (Restated)	
shareholders of the parent company	2,296,712 Shares	(432,470) Shares	2,010,625 Shares	(2,531,863)	
Number of shares outstanding:	Silates	Sildles	Silates	Shares	
Weighted average number of shares outstanding	538,000,000	538,000,000	538,000,000	538,000,000	
Earnings (loss) per share attributable to	Fils	Fils	Fils	Fils	
shareholders of the parent company	4.27	(0.80)	3.74	(4.71)	

Loss per share for the three and nine months period ended September 30, 2011 had been restated due to reduction in capital (Note 10).

9. Capital commitments and contingent liabilities

The Group has capital commitments with respect to future capital expenditure related to the construction of a hotel in a joint venture and contingent liabilities regarding letters of credit for an associate as follows:

		December	
	September 30,	31, 2011	September 30,
	2012	(Audited)	2011
Capital commitments	3,858,754	3,470,320	7,262,846
Contingent liabilities	•	7,181	6,251
	3,858,754	3,477,501	7,269,097

10. Ordinary and extra General Assembly

The shareholders' General Assembly held on July 19, 2012 approved non-distribution of cash dividends or bonus shares for the year ended December 31, 2011.

The ordinary and the extraordinary shareholders' General Assembly meeting held on August 5, 2012 approved to set off accumulated losses which amounted to KD 68,158,212 as at December 31, 2011 from the following accounts:

(All amounts are in Kuwaiti Dinars)

- KD 2,229,106 from voluntary reserve.
- KD 2,229,106 from statutory reserve.
- KD 17,500,000 from share premium.
- KD 46,200,000 from share capital.

Accordingly, authorized, issued and paid up capital has been decreased from KD 100,000,000 to KD 53,800,000 consisting of 538,000,000 shares of par value 100 Fils each.

The previous amendments had been registered on commercial register under Ref. No. 74323 dated September 30, 2012.

11. Correction of an error

During the year ended December 31, 2011 according to a meeting held on May 25, 2011 between the Parent Company and Sharia Supervisory Board it was noted that the recognized profit arising from investments in wakala was in violation of Islamic Sharia rules. Hence, management of the Group reversed gain generated from these investments through increasing the balance of accumulated losses as of December 31, 2010 by KD 580,151 which represents profit generated from these wakala investments till December 31, 2010 with a corresponding credit to the balance of investments in wakala and increasing net loss for the nine months period ended September 30, 2011 by KD 257 being amount of gain from investments in wakala recognized during the nine months period ended September 30, 2011. As a result of the effect of the above, balance of noncontrolling interests as of December 31, 2010 decreased by an amount of KD 138,172.

12. Comparative figures

Certain comparative amounts for previous period were restated to conform with the current period presentation (Note 11). Details of restatement are as follows:

	Amounts as per interim	
	consolidated financial information	
	for the nine months period ended	Amounts
<u>Categories</u>	September 30, 2011	restated
Due from related parties	25,922,998	27,018,007
Investments in Wakala	1,813,332	-
Investment property under development	15,685,718	15,685,461
Accumulated losses	(59,939,601)	(60,520,009)
Non-controlling interests	1,157,550	1,019,378