UNITED PROJECTS COMPANY FOR AVIATION SERVICES K.S.C.P. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

**31 DECEMBER 2017** 



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# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF UNITED PROJECTS COMPANY FOR AVIATION SERVICES K.S.C.P.

#### Report on the Audit of the Consolidated Financial Statements

#### **Opinion**

We have audited the consolidated financial statements of United Projects Company For Aviation Services K.S.C.P. (the "Parent Company") and its subsidiaries (collectively, "the Group"), which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including the 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 31 December 2017, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS").

#### **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), 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.

#### **Emphasis of matter**

We draw attention to Note 6 to the consolidated financial statements, which describes the uncertainty relating to the management's ability to renew a Build-Operate-Transfer ("BOT") contract that may have an impact on a portion of the Group's operations in the future relating to this BOT contract. Our opinion is not modified in respect of this matter.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each key audit matter identified below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.



### Report on the Audit of the Consolidated Financial Statements (continued)

#### **Key Audit Matters (continued)**

#### a) Impairment of intangible assets

The Group has intangible assets consisting of Build-Operate-Transfer ("BOT") contracts with the Government of State of Kuwait for construction and operation of airport terminals and car parks. The significant portion of Group's operations are arising from these limited period BOT contracts. The management has assessed, in accordance with the requirements of IAS 38 and IAS 36, whether there are any significant external adverse changes including market, economic, technological or legal environment factors in which the Group operates or internal observable factors including failure to meet budgeted and forecasted earnings in the current and prior years; that may trigger indicators of impairment that will either impact the carrying value or the remaining useful life. Due to the significance of these intangible assets and its amortisation expense to the consolidated financial statements as a whole and the assumptions used by the management in assessing whether there are any indicators of impairment, we have identified BOT intangible assets as a key audit matter. The accounting policies relating to intangible assets and the judgments and assumptions used by the management in assessing the indicators of impairment are given in Note 3 to the consolidated financial statements.

Our audit procedures included, among others, evaluation of management's assessment of indicators of impairment as at the reporting date. As noted above, the key input measures adopted by the management in assessing whether there are any indicators of impairment of intangible assets included market related data such as the local economic factors, technological or legal environment specifically to the State of Kuwait and also certain internal information relating to the cash flows generated by these BOT contracts. We have evaluated the appropriateness of these input measures by analysing at the financial information of the Group, publicly available economic data, legal documentation of these BOT contracts etc. We have also assessed the appropriateness of disclosures relating to intangible assets in Note 6 to the consolidated financial statements.

#### b) Classification and impairment of a financing arrangement

The Group has started financing a related party since 2014 for constructing and developing a mega commercial mall in UAE ("Project") through a complex financing arrangement. As the terms of the agreement are critical for assessing the ongoing classification of this arrangement and the impairment of amounts due from the related party, the management evaluates these terms on each reporting period. These terms also include a conversion feature into equity of the Project on meeting certain operational targets. The management assessed the Project status to evaluate the recoverability of the carrying amount that is due from the related party as at the reporting date including the macroeconomic factors in UAE, the business plan of the Project etc. Given the significance of the Project and the complexity of this transaction, we have identified the classification and impairment of the financing arrangement as a key audit matter.



#### Report on the Audit of the Consolidated Financial Statements (continued)

#### **Key Audit Matters (continued)**

b) Classification and impairment of a financing arrangement (continued)

As part of our audit procedures, among others, we have evaluated the terms of various agreements entered by the Group in relation to this Project to assess the appropriateness of the accounting treatment, classification and disclosure of all aspects of the financing arrangements to date. We have tested a sample of the material contributions made during the year to finance the Project by tracing them to supporting evidence and comparing it with the contractual terms of the agreements. We have also evaluated the appropriateness of management's assessment in identifying impairment indicators as at the reporting date. The disclosures relating to the loan to a related party are given in Note 13 to the consolidated financial statements.

#### Other information included in the Group's 2017 Annual Report

Management is responsible for the other information. Other information consists of the information included in the Group's 2017 Annual Report, other than the consolidated financial statements and our auditor's report thereon. We obtained the report of the Parent Company's Board of Directors, prior to the date of our auditor's report, and we expect to obtain the remaining sections of the Annual Report after the date of our auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above 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 on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the IFRS, 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, 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.



#### Report on the Audit of the Consolidated Financial Statements (continued)

#### 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 scepticism 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 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 our 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 entities 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.



#### Report on the Audit of the Consolidated Financial Statements (continued)

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

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 our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

Furthermore, in our opinion proper books of account have been kept by the 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, as amended, and its executive regulations, as amended, and by the Parent Company's Memorandum of Incorporation and Articles of Association, 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, as amended, and its executive regulations, as amended, nor of the Parent Company's Memorandum of Incorporation and Articles of Association have occurred during the year ended 31 December 2017 that might have had a material effect on the business of the Parent Company or on its financial position.

BADER A. AL-ABDULJADER LICENCE NO. 207-A

FY

AL-AIBAN, AL-OSAIMI & PARTNERS

28 February 2018 Kuwait

## CONSOLIDATED STATEMENT OF COMPREHESIVE INCOME

For the year ended 31 December 2017

|                                                                                                                                                                                                  | Notes | 2017<br>KD                                    | 2016<br>KD                                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-----------------------------------------------|-----------------------------------------------|
| Revenues<br>Operating costs                                                                                                                                                                      |       | 13,992,623<br>(1,231,814)                     | 13,221,512<br>(1,190,747)                     |
| GROSS PROFIT                                                                                                                                                                                     |       | 12,760,809                                    | 12,030,765                                    |
| General and administrative expenses Salaries and employee benefits Other income                                                                                                                  |       | (1,824,877)<br>(1,141,153)<br>79,806          | (1,588,504)<br>(1,040,845)<br>391,528         |
| Profit before interest, taxation, depreciation and amortisation ("EBITDA")                                                                                                                       |       | 9,874,585                                     | 9,792,944                                     |
| Depreciation<br>Amortisation                                                                                                                                                                     | 6     | (71,868)<br>(1,871,547)                       | (52,500)<br>(2,355,282)                       |
| Profit before interest and taxation ("EBIT")                                                                                                                                                     |       | 7,931,170                                     | 7,385,162                                     |
| Interest income                                                                                                                                                                                  |       | 2,200,991                                     | 1,469,291                                     |
| Profit for the year before contribution to Kuwait Foundation for<br>the Advancement of Sciences ("KFAS"), National Labour<br>Support Tax ("NLST"), Zakat and Board of Directors'<br>Remuneration |       | 10,132,161                                    | 8,854,453                                     |
| Contribution to KFAS NLST Zakat Board of Directors' remuneration                                                                                                                                 | 16    | (82,782)<br>(257,476)<br>(91,501)<br>(25,000) | (88,787)<br>(229,401)<br>(92,662)<br>(25,000) |
| PROFIT FOR THE YEAR                                                                                                                                                                              |       | 9,675,402                                     | 8,418,603                                     |
| Attributable to: Equity holders of the Parent Company Non-controlling interests                                                                                                                  | 4     | 9,644,470<br>30,932<br>9,675,402              | 8,442,803<br>(24,200)<br>8,418,603            |
|                                                                                                                                                                                                  |       |                                               |                                               |
| BASIC AND DILUTED EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY                                                                                                        | 5     | 101.33 fils                                   | 88.71 fils                                    |
| Profit for the year                                                                                                                                                                              |       | 9,675,402                                     | 8,418,603                                     |
| Items that are or maybe reclassified to statement of comprehensive income in subsequent periods:  Foreign currency translation adjustment                                                        |       | (333,914)                                     |                                               |
| Other comprehensive loss for the year                                                                                                                                                            |       | (333,914)                                     | -                                             |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR                                                                                                                                                          |       | 9,341,488                                     | 8,418,603                                     |
|                                                                                                                                                                                                  |       |                                               |                                               |

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2017

|                                                             |                  | 2017                    | 2016                    |
|-------------------------------------------------------------|------------------|-------------------------|-------------------------|
| ASSETS                                                      | Notes            | KD                      | KD                      |
| Non-current assets                                          |                  |                         |                         |
| Property and equipment                                      |                  | 283,580                 | 280,837                 |
| Intangible assets                                           | 6                | 10,224,312              | 12,071,794              |
| Financial assets available for sale                         | 7                | 1,449,198               | 2,749,198               |
| Loan to a related party                                     | 13               | 30,022,447              | 20,339,286              |
|                                                             |                  | 41,979,537              | 35,441,115              |
| Current assets Accounts receivable and other assets         | 8                | 3,499,184               | 2,701,546               |
| Cash and cash equivalents                                   | 9                | 7,679,086               | 5,307,034               |
|                                                             |                  | 11,178,270              | 8,008,580               |
| TOTAL ASSETS                                                |                  | 53,157,807              | 43,449,695              |
| EQUITY AND LIABILITIES                                      |                  |                         |                         |
| Equity Share conital                                        | 10()             | 10.000.000              | 0.050.000               |
| Share capital Share premium                                 | 10 (a)           | 10,000,000              | 8,250,000               |
| Statutory reserve                                           | 10 (b)<br>10 (c) | 10,500,000<br>5,000,000 | 10,500,000<br>4,125,000 |
| Treasury shares                                             | 11 (c)           | (1,544,594)             | (1,544,594)             |
| Other reserve                                               |                  | (260,978)               | (260,978)               |
| Foreign currency translation reserve                        |                  | (333,914)               | -                       |
| Retained earnings                                           |                  | 15,480,385              | 8,460,915               |
| Equity attributable to equity holders of the Parent Company |                  | 38,840,899              | 29,530,343              |
| Non-controlling interests                                   |                  | 2,123,770               | 2,460,240               |
| Total equity                                                |                  | 40,964,669              | 31,990,583              |
| Non-current liabilities                                     |                  |                         |                         |
| Accounts payable and other liabilities                      | 12               | 4,774,891               | 3,484,154               |
| Employees' end of service benefits                          |                  | 399,990                 | 304,561                 |
|                                                             |                  | 5,174,881               | 3,788,715               |
| Current liability                                           | 22               |                         |                         |
| Accounts payable and other liabilities                      | 12               | 7,018,257               | 7,670,397               |
| Total liabilities                                           |                  | 12,193,138              | 11,459,112              |
| TOTAL EQUITY AND LIABILITIES                                |                  | 53,157,807              | 43,449,695              |
|                                                             |                  |                         |                         |

Tarek Ibrahim Mohammad Al Mousa Chairman Nadia Abdullah Mohammad Akil CEO & Vice Chairperson

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2017

|                                                                                                                                                                                                       | Notes | 2017<br>KD                                                 | 2016<br>KD                                                 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|------------------------------------------------------------|------------------------------------------------------------|
| OPERATING ACTIVITIES Profit for the year before KFAS, NLST, Zakat and Board of Directors' remuneration                                                                                                |       | 10,132,161                                                 | 8,854,453                                                  |
| Adjustments for: Depreciation and amortisation Provision for employees' end of service benefits Interest income Provision for doubtful debt, net Foreign currency gain                                | 8     | 1,943,415<br>123,332<br>(2,200,991)<br>94,993              | 2,407,782<br>79,378<br>(1,469,291)<br>226,560<br>(222,881) |
| Working capital changes: Accounts receivable and other assets Accounts payable and other liabilities                                                                                                  |       | 10,092,910<br>(1,260,033)<br>181,838                       | 9,876,001<br>(908,990)<br>1,160,220                        |
| Cash flows from operations<br>Employees' end of service benefits paid                                                                                                                                 |       | 9,014,715<br>(27,903)                                      | 10,127,231<br>(10,267)                                     |
| Net cash flows from operating activities                                                                                                                                                              |       | 8,986,812                                                  | 10,116,964                                                 |
| INVESTING ACTIVITIES Purchase of property and equipment Additions to intangible assets Proceeds from maturity of financial assets available for sale Loan to a related party Interest income received | 6     | (74,611)<br>(24,065)<br>1,300,000<br>(7,913,845)<br>97,761 | (113,528)<br>-<br>1,950,000<br>(9,298,477)<br>137,689      |
| Net cash flows used in investing activities                                                                                                                                                           |       | (6,614,760)                                                | (7,324,316)                                                |
| FINANCING ACTIVITY Dividend paid                                                                                                                                                                      | 16    |                                                            | (6,752,720)                                                |
| Cash flows used in financing activity                                                                                                                                                                 |       | •                                                          | (6,752,720)                                                |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS                                                                                                                                                  |       | 2,372,052                                                  | (3,960,072)                                                |
| Cash and cash equivalents as at 1 January                                                                                                                                                             |       | 5,307,034                                                  | 9,267,106                                                  |
| CASH AND CASH EQUIVALENTS AS AT 31 DECEMBER                                                                                                                                                           | 9     | 7,679,086                                                  | 5,307,034                                                  |

United Projects Company For Aviation Services K.S.C.P. and Subsidiaries CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2017

Attributable to equity holders of the Parent Company

| ling Total<br>KD                                    | 40 31,990,583<br>32 9,675,402<br>(333,914)                                           | 32 9,341,488<br>-<br>-<br>32) (367,402)                                                                                                              | 70 40,964,669          | 10 30,324,700                                             | 30) 8,418,603                          | (6,752,720)     | 40 31,990,583          |
|-----------------------------------------------------|--------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-----------------------------------------------------------|----------------------------------------|-----------------|------------------------|
| Non-controlling<br>interests<br>KD                  | 2,460,240<br>30,932<br>-                                                             | 30,932                                                                                                                                               | 2,123,770              | 2,484,440                                                 | (24,200)                               | 1               | 2,460,240              |
| Sub-total<br>KD                                     | 29,530,343<br>9,644,470<br>(333,914)                                                 | 9,310,556                                                                                                                                            | 38,840,899             | 27,840,260                                                | 8,442,803                              | (6,752,720)     | 29,530,343             |
| Retained<br>earnings<br>KD                          | 8,460,915 9,644,470                                                                  | 9,644,470<br>(1,750,000)<br>(875,000)                                                                                                                | 15,480,385             | 6,770,832                                                 | 8,442,803                              | (6,752,720)     | 8,460,915              |
| Foreign<br>currency<br>translation<br>reserve<br>KD | . (333,914)                                                                          | (333,914)                                                                                                                                            | (333,914)              | 1                                                         | ,                                      | ı               | đ                      |
| Other<br>reserve<br>KD                              | (260,978)                                                                            | 1 1 1 1                                                                                                                                              | (260,978)              | (260,978)                                                 | 1                                      | ,               | (260,978)              |
| Treasury<br>shares<br>KD                            | (1,544,594)                                                                          | 1 1 1 1                                                                                                                                              | (1,544,594)            | (1,544,594)                                               | ı                                      | 1               | (1,544,594)            |
| Statutory<br>reserve<br>KD                          | 4,125,000                                                                            | 875,000                                                                                                                                              | 5,000,000              | 4,125,000                                                 |                                        | •               | 4,125,000              |
| Share<br>premium<br>KD                              | 10,500,000                                                                           |                                                                                                                                                      | 10,500,000             | 10,500,000                                                | •                                      | r               | 10,500,000             |
| Share<br>capital<br>KD                              | 8,250,000                                                                            | 1,750,000                                                                                                                                            | 10,000,000             | 8,250,000                                                 | 1                                      | 1               | 8,250,000              |
|                                                     | As at 1 January 2017<br>Profit for the year<br>Other comprehensive loss for the year | Total comprehensive (loss) income for<br>the year<br>Issue of bonus shares (Note 16)<br>Transfer to statutory reserve<br>Liquidation of a subsidiary | As at 31 December 2017 | As at 1 January 2016<br>Total commedencive income for the | year Dividende for 2015 at 86 file nor | share (Note 16) | As at 31 December 2016 |

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 1 ACTIVITIES AND CORPORATE INFORMATION

United Projects Company for Aviation Services K.S.C.P. (the "Parent Company") was established as a closed Kuwaiti shareholding company on 4 December 2000 which is listed on the Kuwait Stock Exchange. The Parent Company's registered address is Kuwait International Airport, P.O. Box 27068 Safat 13131, State of Kuwait. The main objectives of the Parent Company are:

- Providing airplane ground and cleaning services and supply of water and other airplane supplies;
- Leasing out airplanes;
- Tourism, travel and cargo shipment services;
- Managing projects;
- Investing surplus funds in investment portfolios managed by specialised institutions;
- The right to participate with other firms, which operate in the same field or those, which would assist in achieving its objectives in Kuwait or abroad, and to purchase those firms or participate in their equity.
- Management and development of real estate activities including real estate consultancy services;
- General trading of construction materials, equipment and real estate;
- To own, lease and rent out land and real estate properties;
- Sharing in executing the infrastructure for the housing, trading and industrial projects and manage real estate facilities under BOT regulations.

The consolidated financial statements of the Parent Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2017 were authorised for issue by the board of directors on 22 February 2018 and are subject to the approval of the Annual General Assembly of the shareholders of the Parent Company. The Annual General Assembly of the shareholders has the power to amend these consolidated financial statements after issuance.

The shares of Parent Company are listed on the Kuwait Stock Exchange.

The Parent Company is a subsidiary of Agility Public Warehousing Company K.S.C.P (the "Ultimate Parent Company"), which is listed on the Kuwait Stock Exchange.

#### 2.1 BASIS OF PREPARATION

#### Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

#### Basis of preparation

The consolidated financial statements have been prepared under the historical cost basis. The consolidated financial statements are presented in Kuwaiti Dinars ("KD") being the functional currency of the Parent Company.

#### **Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as at 31 December 2017. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The Group re-assesses at each reporting date 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. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 2.1 BASIS OF PREPARATION (continued)

#### Basis of consolidation (continued)

Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resultant gain or loss is recognised in the consolidated statement of comprehensive income. Any investment retained is recognised at fair value.

Non-controlling interests represent the equity in the subsidiaries not attributable directly, or indirectly, to the shareholders of the Parent Company. Equity and net income attributable to non-controlling interests are shown separately in the consolidated statement of comprehensive income, consolidated statement of financial position and consolidated statement of changes in equity.

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The subsidiaries of the Group are as follows:

|                                                               |                         |                                      | Effe   | ctive  |
|---------------------------------------------------------------|-------------------------|--------------------------------------|--------|--------|
|                                                               | Country of              |                                      | Owner  | ship % |
| Name of the company                                           | incorporation           | Principal activity                   | 2017   | 2016   |
| Royal Aviation Company K.S.C. (Closed) ("RAC")                | Kuwait                  | Management and services              | 66.57  | 66.57  |
| United National For Aviation Services Company W.L.L ("UNASC") | Kuwait                  | Management and services              | -      | 51.00  |
| Al Arfaj Real Estate Company K.S.C. (Closed) ("Arfaj")")      | Kuwait                  | Real estate and property development | 100.00 | 100.00 |
| Held indirectly through Arfaj                                 |                         |                                      |        |        |
| Arfaj Limited                                                 | United Arab<br>Emirates | Real estate and property development | 100.00 | 100.00 |

During the current year, UNASC, a dormant company, was liquidated.

#### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

#### New and amended standards and interpretations

The accounting policies used in the preparation of these consolidated financial statements are consistent with those used in the previous year except for the amendments to IFRS effective as of 1 January 2017 which did not have any impact on the financial position or performance of the Group. The nature and the impact of each new standard or amendment is described below:

#### Amendments to IAS 7 Statement of Cash Flows: Disclosure Initiative

The amendments require entities to provide disclosure of changes in their liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes (such as foreign exchange gains or losses). However, the application of this amendment does not have significant impact on the Group's consolidated financial statements.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Revenue recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of consideration received or receivable, taking into account contractually defined terms of payment and excluding discounts.

The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Group has concluded that it is acting as a principal in all of its revenue arrangements. The following specific recognition criteria must also be met before revenue is recognised:

#### Rental income

Rental income from operating leases, less the Group's initial direct costs of entering into the leases is recognised on a straight-line basis over lease term, except for contingent rental income which is recognised when it arises.

Amounts received from tenants to terminate leases or to compensate for dilapidations are recognised in the consolidated statement of comprehensive income when they arise.

#### Services income

Revenue from aviation services such as aircraft ground handling and real estate activities such as security, cleaning and maintenance works are recognised when the related services are rendered.

#### Interest income

Interest income is recognised as interest accrues using effective interest rate method.

#### Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if 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 (or assets), even if that asset is (or those assets are) not explicitly specified in an arrangement.

#### Group as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

An operating lease is a lease other than a finance lease. Operating lease payments are recognised as an operating expense in the consolidated statement of comprehensive income on a straight-line basis over the lease term.

#### Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

#### **Taxation**

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

The Parent Company calculates the contribution to KFAS at 1% in accordance with the modified calculation based on the Foundation's Board of Directors resolution, which states that the income from associates and subsidiaries, Board of Directors' remuneration, transfer to statutory reserve should be excluded from profit for the year when determining the contribution.

#### National Labour Support Tax (NLST)

The Parent Company calculates the NLST in accordance with Law No. 19 of 2000 and the Ministry of Finance Resolutions No. 24 of 2006 at 2.5% of taxable profit for the year. As per law, income from associates and subsidiaries, cash dividends from listed companies which are subjected to NLST have been deducted from the profit for the year.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Taxation (continued)

Zakat

Contribution to Zakat is calculated at 1% of the profit of the Parent Company in accordance with the Ministry of Finance resolution No. 58/2007.

#### Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of intangible assets are assessed to be either finite or indefinite. The estimated useful lives of intangible assets are as follows:

Commercial complex of Kuwait International Airport

Discovery Mall\*

Sheikh Saa'd Terminal

20 years
10 years
16 years

Intangible assets with finite lives are amortised over their useful economic life and assessed for impairment whenever there is an indication that an intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year end.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of comprehensive income.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of comprehensive income when the asset is derecognised.

#### Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in the consolidated statement of comprehensive income in those expense categories consistent with the function of the impaired asset, except for assets previously revalued where the revaluation taken to other comprehensive income. In this case the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

Where an impairment loss subsequently reverses, the carrying amount of the asset (CGU) 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 recognised for the asset (CGU) in prior years. A reversal of an impairment loss is recognised immediately in the consolidated statement of comprehensive income

<sup>\*</sup>Fully amortised as at 31 December 2017

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Financial assets

#### Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables, held to maturity investments or financial assets available for sale, or as derivatives designated as hedging instrument in an effective hedge as appropriate. All financial assets are recognised initially at fair value plus directly attributable transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

The Group's financial assets include financial assets available for sale, loan to a related party, receivables and cash and cash equivalents. As at 31 December 2017, the Group has neither held to maturity investments nor financial assets at fair value through profit or loss.

#### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

#### Financial assets available for sale

Financial assets available for sale include equity and debt securities. Equity investments classified as available for sale are those are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are that those are intended to be held for an indefinite period of time and that may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial measurement, financial assets available for sale are subsequently measured at fair value with unrealised gains or losses recognised in other comprehensive income until the investment is derecognised, at which time the cumulative gain or loss is recognised in the consolidated statement of comprehensive income or determined to be impaired, at which time the cumulative loss is reclassified to the consolidated statement of comprehensive income. Financial assets available for sale whose fair value cannot be reliably measured are carried at cost less impairment losses, if any. Interest earned whilst holding financial assets available for sale is reported as interest income using the effective interest rate method.

#### Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in interest income in the statement of comprehensive income. The losses for loans and receivables arising from impairment are recognised in the consolidated statement of comprehensive income.

#### Cash and cash equivalents

Cash and cash equivalents in the consolidated statement of financial position and consolidated statement of cash flows comprise cash in hand and at banks, cash held by portfolio manager and time deposits with an original maturity of up to three months.

#### Derecognition of financial assets

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

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

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

Financial assets (continued)

Derecognition of financial assets (continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards. When it has neither transferred nor retained substantially all of the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred assets measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

#### Impairment of financial assets

The Group assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that has occurred since the initial recognition of the asset (an incurred 'loss event'), has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

#### Financial assets available for sale

For financial assets available for sale, the Group assesses at each reporting date whether there is an objective evidence that an investment or a group of investments is impaired.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost. 'Significant' is to be evaluated against the original cost of the investment and 'prolonged' against the period in which the fair value has been below its original cost. When there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the profit or loss – is removed from other comprehensive income and recognised in the profit or loss. Impairment losses on equity investments are not reversed through the profit or loss; increases in their fair value after impairment are recognised directly in other comprehensive income.

In the case of debt instruments classified as available for sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in the consolidated statement of comprehensive income.

Future interest income continues to be accrued based on the reduced carrying amount of the asset, using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. If, in a subsequent year, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in the consolidated statement of comprehensive income, the impairment loss is reversed through the consolidated statement of comprehensive income.

#### Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually an impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred).

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued) Financial assets (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

The present value of the estimated future cash flows is discounted at the financial assets original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the consolidated statement of comprehensive income. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

The interest income is recorded in the consolidated statement of comprehensive income. Loans together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the consolidated statement of comprehensive income.

#### Financial liabilities

#### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans, borrowings and payables, as appropriate. The Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and, in case of loans, borrowings and payables, net of directly attributable transactions costs.

The Group's financial liabilities include accounts payable and other liabilities. As at 31 December 2017, the Group did not have any financial liabilities at fair value through profit or loss.

#### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### Accounts payable and other liabilities

Liabilities are recognised for amounts the Group obligated to pay in the future for goods or services received, whether billed by the supplier or not.

#### Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of comprehensive income.

#### **Offsetting**

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

#### Fair value measurement

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.

The principal or the most advantageous market must be accessible to by the Group.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Fair value measurement (continued)

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

#### **Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as 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 each reporting date 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 incurred to settle the obligation. When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of comprehensive income net of any reimbursement.

#### Contingencies

Contingent liabilities are not recognised on the consolidated statement of financial position. They are disclosed in the consolidated financial statement unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent assets are not recognised on the consolidated statement of financial position, but disclosed in the consolidated financial statement when an inflow of economic benefits is probable.

#### Treasury shares

Own equity instruments which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in the consolidated statement of comprehensive income on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any realised losses are recognised in treasury share reserve or share premium reserve to the extent of the credit balance in that account. Any excess losses are charged to retained earnings then to the reserves. Gains realised subsequently on the sale of treasury shares are first used to offset any previously recorded losses in the order of reserves, retained earnings and the treasury shares reserve account. No cash dividends are distributed 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.

#### Employees' end of service benefits

The Group provides end of service benefits to all its employees. The entitlement to these benefits is based upon the employees' final salary and length of service, subject to the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment.

Further, with respect to its national employees, the Group makes contributions to Public Institution for Social Security calculated as a percentage of the employees' salaries. The Group's obligations are limited to these contributions, which are expensed when due.

#### Foreign currencies

Transactions in foreign currencies are recorded at the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the reporting date. All differences are taken to the consolidated statement of comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of gain or loss on change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in other comprehensive income or consolidated statement of comprehensive income is also recognised in other comprehensive income or consolidated statement of comprehensive income, respectively).

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Segment information

A segment is a distinguishable component of the Group that engages in business activities from which it earns revenues and incurs costs. The operating segments are used by the management of the Group to allocate resources and assess performance and the reporting is consistent with the internal reports provided to the chief operation decision maker. Operating segments exhibiting similar economic characteristics, product and services, class of customers where appropriate are aggregated and reported as reportable segments.

#### 3.2 SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities at the date of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

#### Impairment of financial assets available for sale

The Group treats equity financial assets available for sale as impaired when there has been a significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists. The determination of what is 'significant' or 'prolonged' requires considerable judgment.

#### Classification of investments

Management decides on acquisition of an investment whether it should be classified as financial assets at fair value through profit or loss or financial assets available for sale.

#### Useful lives intangible assets

Management of the Group assigns useful lives to intangible assets based on the intended use of assets and the economic lives of those assets. Subsequent changes in circumstances such as prospective utilisation of the assets concerned could result in the actual useful lives differing from initial estimates.

#### Impairment of receivables

An estimate of the collectible amount of trade accounts receivable is made when collection of the full amount is no longer probable. For individually significant amounts, this estimation is performed on an individual basis. Amounts which are not individually significant, but which are past due, are assessed collectively and a provision applied according to the length of time past due.

#### Impairment of non-financial assets

A decline in the value of non-financial assets could have a significant effect on the amounts recognised in the financial statements. Management assesses the impairment of non-financial assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

Factors that are considered important which could trigger an impairment review include the following:

- significant decline in the market value which would be expected from the passage of time or normal use
- significant changes in the technology and regulatory environments
- evidence from internal reporting which indicates that the economic performance of the asset is, or will be, worse than expected.

#### 3.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE

The standards and interpretations those are issued, but not yet effective, up to the date of issuance of the Group's consolidated financial statements is disclosed below.

#### IFRS 9 Financial Instruments

In July 2014, the IASB issued the final version of IFRS 9 'Financial Instruments' that replaces IAS 39 'Financial Instruments: Recognition and Measurement' and all previous versions of IFRS 9. IFRS 9 brings together all three aspects of the accounting for financial instruments project: classification and measurement, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after 1 January 2018, with early application permitted. Except for hedge accounting, retrospective application is required but providing comparative information is not compulsory. For hedge accounting, the requirements are generally applied prospectively, with some limited exceptions.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 3.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE

#### IFRS 9 Financial Instruments (continued)

The Group plans to adopt the new standard on the required effective date and will not restate comparative information. Overall, the Group expects no significant impact on its statement of financial position and equity except for the effect of applying the classification and measurement requirements of IFRS 9 as discussed below.

#### Classification and measurement

The new standard 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.

The accounting for financial liabilities will largely be the same as the requirements of IAS 39, except for the treatment of gains or losses arising from an entity's own credit risk relating to liabilities designated at FVTPL. Such movements will be presented in other comprehensive income ("OCI") with no subsequent reclassification to the statement of income, unless an accounting mismatch in profit or loss would arise.

The Group had reviewed and assessed the Group's existing financial instruments as at 31 December 2017 based on the facts and circumstances that existed at that date and concluded the following in regards to their classification and measurement:

- Financial assets representing receivables and cash and cash equivalents that are held within a business model whose objective is to collect the contractual cash flows will subsequently be measured at amortised cost.
- Financial asset representing loan to a related party amounting to KD 30,022,447 which is measured at amortised cost will instead, be measured at fair value through profit or loss (FVTPL). The management is in the process of determining its fair value based on reliable financial information and the impact will be assessed once the management will determine the reliable fair values and will be reflected in interim condensed consolidated financial information for the period ended 31 March 2018.
- Certain financial assets whose fair value could not be determined reliably are classified as financial assets held as available-for-sale carried at cost less impairment amounting to KD 1,449,198. This investment are intended to be held for the foreseeable future and the Group will apply the option to present fair value changes in OCI. The management is in the process of determining their fair value based on reliable financial information and the impact will be assessed once the management will determine the reliable fair values and will be reflected in interim condensed consolidated financial information for the period ended 31 March 2018. This assessment is based on currently available information and may be subject to changes arising from further reasonable and supportable information being made available to the Group in the financial year 2018, when the Group will adopt IFRS 9.
- The Group expects no significant changes would occur in financial liabilities as the Group classifies all its financial liabilities at amortised cost under IAS 39 and the same classification is expected to be carried forward under IFRS 9 based on their business model.

#### Impairment

IFRS 9 requires the Group to record expected credit losses on all its investments, loans and receivables, either on a 12 month or lifetime basis. The Group will apply a simplified approach and record lifetime expected losses on all trade receivables, which is not expected to have a material impact on the consolidated financial statements of the Group.

#### Hedge accounting

The management does not expect any impact on the consolidated financial statements of the Group resulting from hedge accounting under IFRS 9 as currently, the Group has not entered into any such instruments.

#### IFRS 15 Revenue from Contracts with Customers

IFRS 15 was issued in May 2014, and amended in April 2016, and establishes a five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The new revenue standard will supersede all current revenue recognition requirements under IFRS. Either a full retrospective application or a modified retrospective application is required for annual periods beginning on or after 1 January 2018. Early adoption is permitted. The Group did not early adopt IFRS 15 and has evaluated that the adoption of the standard will not have significant impact on the Group's consolidated financial statements.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

### 3.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)

#### IFRS 16 Leases

IFRS 16 was issued in January 2016 and it replaces IAS 17 Leases, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases-Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under IAS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under IFRS 16 is substantially unchanged from today's accounting under IAS 17. Lessors will continue to classify all leases using the same classification principle as in IAS 17 and distinguish between two types of leases: operating and finance leases.

IFRS 16 also requires lessees and lessors to make more extensive disclosures than under IAS 17.

IFRS 16 is effective for annual periods beginning on or after 1 January 2019. Early application is permitted, but not before an entity applies IFRS 15. A lessee can choose to apply the standard using either a full retrospective or a modified retrospective approach. The standard's transition provisions permit certain reliefs. The Group is in the process of assessing the impact of IFRS 16 on its consolidated financial statements.

#### 4 GROUP INFORMATION

Financial information of subsidiaries that have material non-controlling interests is provided below:

Proportion of equity interest held by non-controlling interests:

|                                                | Country of    |                         | Owner. | ship % |
|------------------------------------------------|---------------|-------------------------|--------|--------|
| Name of the company                            | incorporation | Principal activity      | 2017   | 2016   |
| Royal Aviation Company K.S.C. (Closed) ("RAC") | Kuwait        | Management and services | 33.43  | 33.43  |

The summarised financial information of the subsidiary is provided below. This information is based on amounts before inter-company eliminations.

|                                                                                        | RAC       | RAC       |
|----------------------------------------------------------------------------------------|-----------|-----------|
|                                                                                        | 2017      | 2016      |
|                                                                                        | KD        | KD        |
| Summarized statement of comprehensive income statement for the year ended 31 December: |           |           |
| Revenues                                                                               | 2,178,501 | 1,848,351 |
| Operating costs                                                                        | (818,060) | (691,098) |
| Net operating expenses                                                                 | (455,711) | (467,545) |
| Other income                                                                           | 9,265     | 58,247    |
| EBITDA                                                                                 | 913,995   | 747,955   |
| Depreciation and amortization                                                          | (821,466) | (820,345) |
| Profit (loss) for the year                                                             | 92,529    | (72,390)  |
| Profit (loss) allocated to non-controlling interests                                   | 30,932    | (24,200)  |
|                                                                                        |           |           |

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 4 GROUP INFORMATION (continued)

Summarised statement of financial position as at 31 December:

|                                                                                            | RAC<br>2017<br>KD                                   | RAC<br>2016<br>KD                                            |
|--------------------------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------|
| Non-current assets Current assets Non-current liabilities Current liabilities Total equity | 5,128,694<br>1,906,112<br>(44,745)<br>(637,175)<br> | 5,942,394<br>1,298,993<br>(30,355)<br>(949,944)<br>6,261,088 |
| Accumulated balances of non-controlling interests:                                         | 2,123,770                                           | 2,093,082                                                    |
| Summarised cash flow information for year ended 31 December:                               |                                                     |                                                              |
|                                                                                            | RAC<br>2017<br>KD                                   | RAC<br>2016<br>KD                                            |
| Operating cash flows Investing cash flows                                                  | 455,123<br>(7,764)                                  | 500,613<br>(25,846)                                          |
| Net increase in bank balances and cash                                                     | 447,359                                             | 474,767                                                      |

#### 5 BASIC AND DILUTED EARNINGS PER SHARE

Basic and diluted earnings per share is calculated by dividing the profit for the year attributable to the equity holders of the Parent Company by the weighted average number of shares outstanding during the year (excluding treasury shares).

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

|                                                                                      | 2017<br>KD                           | 2016<br>KD                           |
|--------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|
| Profit for the year attributable to equity holders of the Parent Company             | 9,644,470                            | 8,442,803                            |
| Weighted average number of paid up shares Weighted average number of treasury shares | Shares<br>100,000,000<br>(4,824,307) | Shares<br>100,000,000<br>(4,824,307) |
| Weighted average number of shares, less treasury shares, outstanding during the year | 95,175,693                           | 95,175,693                           |
| Basic and diluted earnings per share                                                 | 101.33 fils                          | 88.71 fils                           |

Earnings per share for the year ended 31 December 2016, before retroactive adjustment to the number of shares following the bonus issue (Note 16) were 107.52 fils.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 6 INTANGIBLE ASSETS

Intangible assets represent cost incurred on the construction of the Discovery Mall, Sheikh Saa'd Terminal, car park and commercial complex of Kuwait International Airport in accordance with Built-Own-Transfer (BOT) agreement with the government of Kuwait and have useful life and amortised as disclosed in Note 3.

|                      | 2017       | 2016       |
|----------------------|------------|------------|
|                      | KD         | KD         |
| Cost:                |            |            |
| As at 1 January      | 41,582,488 | 41,582,488 |
| Additions            | 24,065     | -          |
| As at 31 December    | 41,606,553 | 41,582,488 |
| Amortisation:        |            |            |
| As at 1 January      | 29,510,694 | 27,155,412 |
| Charge for the year  | 1,871,547  | 2,355,282  |
| As at 31 December    | 31,382,241 | 29,510,694 |
| Net carrying amount: |            |            |
| As at 31 December    | 10,224,312 | 12,071,794 |

Included in intangible assets is a fully amortised intangible asset as at 31 December 2017 (2016: KD NIL) that represents Built-Own-Transfer (BOT) project for the construction of Discovery Mall (the "Mall"). This Mall was built on a leasehold land from the Touristic Enterprise Company ("TEC") for an initial period of 10 years which was then extended by seven months to 28 January 2014. Since there were various delays in receiving leasehold land from the TEC, which resulted in an adverse effect on the investment term, the Parent Company requested to renew the contract for an additional period and has subsequently filed a compensation claim. However, TEC has filed a lawsuit requesting Parent Company to withdraw from the Mall and deliver the Mall back. The First instance court ruled in favor of TEC acknowledging the initial expiration of the contract. UPAC appealed the judgement which was subsequently transferred to a committee of experts to assess the overall damages and compensation. UPAC also submitted recourse before the cassation court, which ruled that the execution judgement should be suspended. UPAC is therefore still handling the management and operation of the Mall on the basis of the cassation court judgement and cannot assess when these proceedings will come to closure until a final ruling is made. Accordingly, revenue from the project have been recognised by the Parent Company in statement of comprehensive income because it is, in all cases, an exclusive right for which the Company is entitled, regardless of the outcome of the lawsuits filed by both parties.

Included in intangible assets is an amount of KD 5,008,904 (2016: KD 5,804,805) that represents the carrying value of Built-Own-Transfer (BOT) project for the construction of Sheikh Saa'd Terminal (the "terminal"). This was built on a leasehold land from the government of the State of Kuwait for 20 years which will expire on 2024. Since September 2013, The Civil Aviation Authority permitted Flydubai, one of the carriers to operate from the terminal. As a result of this, the management is confident that the carrying amount of the terminal is fully recoverable and no impairment is considered necessary.

Included in intangible assets is an amount of KD 5,215,408 (2016: KD 6,266,989) that represents the carrying value of Built-Own-Transfer (BOT) project for the construction of the car park and commercial complex of Kuwait International Airport. This was built on a leasehold land from the government of the State of Kuwait for 20 years which will expire on 2023. The management is confident that the carrying amount of the intangible asset is fully recoverable and no impairment is considered necessary.

#### 7 FINANCIAL ASSETS AVAILABLE FOR SALE

|                                                                       | 2017<br>KD | 2016<br>KD             |
|-----------------------------------------------------------------------|------------|------------------------|
| Unquoted equity securities (Note 13) Managed portfolios (local bonds) | 1,449,198  | 1,449,198<br>1,300,000 |
|                                                                       | 1,449,198  | 2,749,198              |

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 7 FINANCIAL ASSETS AVAILABLE FOR SALE (continued)

Unquoted equity securities and unquoted debt securities in managed portfolios amounting to KD 1,449,198 (2016: KD 2,749,198) are carried at cost less impairment. Management has performed a review to assess whether impairment has occurred in these investments. The management is confident that the carrying amount of the financial assets available for sale is fully recoverable and no impairment is considered necessary.

#### 8 ACCOUNTS RECEIVABLE AND OTHER ASSETS

|                                                                            | 2017<br>KD | 2016<br>KD |
|----------------------------------------------------------------------------|------------|------------|
| Rent receivables                                                           | 1,208,743  | 920,894    |
| Counter fee receivable                                                     | 1,720,000  | 1,000,000  |
| Other receivables                                                          | 24,455     | 398,365    |
| Prepayments                                                                | 517,504    | 301,635    |
| Advance to suppliers                                                       | 348,926    | 340,000    |
| Other assets                                                               | 127,852    | 111,440    |
| 7                                                                          | 3,947,480  | 3,072,334  |
| Less: Provision against impairment of receivables                          | (448,296)  | (370,788)  |
|                                                                            | 3,499,184  | 2,701,546  |
| Movements in the provision against impairment of rent receivables is as fo | ollows:    |            |
|                                                                            | 2017       | 2016       |
|                                                                            | KD         | KD         |
| At beginning of the year                                                   | 370,788    | 144,228    |

 KD
 KD
 KD

 At beginning of the year
 370,788
 144,228

 Charge for the year
 100,927
 226,560

 Reversal during the year
 (5,934)

 Amounts written off
 (17,485)

 At end of the year
 448,296
 370,788

Total provision on accounts receivable and other assets net of reversals for year ended 31 December 2017 is KD 94,993 (2016: KD 226,560)

As at 31 December, the ageing of unimpaired rent and other receivables is as follows:

|      |             |                                        | Past due but not impaired |                       |                       |                       |
|------|-------------|----------------------------------------|---------------------------|-----------------------|-----------------------|-----------------------|
|      | Total<br>KD | Neither past due<br>nor impaired<br>KD | 1 - 30<br>days<br>KD      | 31 – 60<br>days<br>KD | 61 - 90<br>days<br>KD | Over 90<br>days<br>KD |
| 2017 | 2,504,903   | -                                      | 224,860                   | 206,488               | 146,884               | 1,926,671             |
| 2016 | 1,948,471   | •                                      | 217,678                   | 144,307               | 141,671               | 1,444,815             |

Unimpaired receivables are expected, on the basis of past experience, to be fully recoverable. It is not the practice of the Group to obtain collateral over receivables.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 9 CASH AND CASH EQUIVALENTS

Cash and cash equivalents in the consolidated statement of cash flows and consolidated statement of financial position consist of the following:

|                                               | 2017<br>KD             | 2016<br>KD             |
|-----------------------------------------------|------------------------|------------------------|
| Cash and bank balances<br>Short term deposits | 1,888,680<br>5,790,406 | 1,877,804<br>3,429,230 |
| Cash and cash equivalents                     | 7,679,086              | 5,307,034              |

Short term deposits are denominated in KD and carry an effective interest rate range between 1.25% to 1.5% (2016: 1% to 1.375 %) per annum with maturity less than three months from reporting date.

#### 10 SHARE CAPITAL AND RESERVES

#### a) Share capital

As at 31 December 2017, the Parent Company's authorised capital is 382,500,000 shares of 100 fils each (2016: 382,500,000 shares of 100 fils each) out of which 100,000,000 shares of 100 fils each (2016: 82,500,000 shares of 100 fils each) are fully issued and paid in cash.

#### b) Share premium

The share premium is not available for distribution.

#### c) Statutory reserve

In accordance with the Companies Law and the Parent Company's Articles of Association and Memorandum of Incorporation, the Parent Company has resolved not to increase the statutory reserve above an amount equal to 50% of its paid up share capital.

Distribution of the reserve is limited to the amount required to enable the payment of a dividend of 5% of paid up share capital to be made in periods when accumulated profits are not sufficient for the payment of a dividend of that amount.

#### d) Voluntary reserve

According to the Parent Company's Articles of Association and Memorandum of Incorporation, 10% of the profit for the year before Kuwait Foundation for the Advancement of Sciences (KFAS), National Labour Support Tax (NLST), Zakat and Board of Directors' remuneration shall be transferred to the voluntary reserve. In 2013, the board of directors resolved to discontinue the transfer to voluntary reserve.

#### 11 TREASURY SHARES

|                                 | 2017      | 2016      |
|---------------------------------|-----------|-----------|
| Number of treasury shares       | 4,824,307 | 3,980,000 |
| Percentage of issued shares (%) | 5%        | 5%        |
| Market value (KD)               | 2,822,220 | 2,666,600 |
| Cost (KD)                       | 1,544,594 | 1,544,594 |

Reserves equivalent to the cost of the treasury shares held are not available for distribution.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 12 ACCOUNTS PAYABLE AND OTHER LIABILITIES

|                                                     | 2017<br>KD           | 2016<br>KD           |
|-----------------------------------------------------|----------------------|----------------------|
| Accounts payable                                    | 1,242,004            | 1,552,446            |
| Accrued expenses                                    | 699,040              | 569,903              |
| Rent received in advance* Provision for staff leave | 7,360,149            | 6,426,617            |
| Tenant deposits                                     | 116,130<br>2,174,302 | 100,365<br>2,287,278 |
| Other payables                                      | 2,174,502            | 217,942              |
| Other payables                                      | 201,525              | 217,342              |
|                                                     | 11,793,148           | 11,154,551           |
|                                                     |                      |                      |
|                                                     | 2017                 | 2016                 |
|                                                     | KD                   | KD                   |
| Classified as:                                      | = 040 05=            | 5 (50 205            |
| Current liability                                   | 7,018,257            | 7,670,397            |
| Non-current liability                               | 4,774,891            | 3,484,154            |
|                                                     | 11,793,148           | 11,154,551           |

<sup>\*</sup> This amount includes a non-current portion for rent received in advance beyond 12 months of the reporting period amounting to KD 4,774,891 (2016: KD 3,484,154) which represents rent received in advance by the Group from tenants in accordance with a rental agreements.

The accounts payable and other liabilities balances above are non-interest bearing and are settled throughout the financial year except for rent received in advance as mentioned above.

#### 13 RELATED PARTY TRANSACTIONS

These represent transactions with related parties, i.e. major shareholders, associate, directors and key management personnel of the Group, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management.

Transactions and balances and with related parties are as follows:

|                                                                                          |                            | Other related parties          | 2017       | 2016       |
|------------------------------------------------------------------------------------------|----------------------------|--------------------------------|------------|------------|
|                                                                                          |                            | KD                             | KD         | KD         |
| Consolidated statement of comprehensive inco                                             | ome:                       |                                |            |            |
| Revenues                                                                                 |                            | 19,427                         | 19,427     | -          |
| Operating costs                                                                          |                            | (270,545)                      | (270,545)  | (127,033)  |
| General and administrative expenses                                                      |                            | (28,553)                       | (28,553)   | (42,689)   |
| Other income                                                                             |                            | 42,792                         | 42,792     | 58,099     |
| Interest income                                                                          |                            | 2,103,230                      | 2,103,230  | 1,331,601  |
|                                                                                          | Ultimate parent<br>company | Other related<br>parties<br>KD | 2017<br>KD | 2016<br>KD |
| Consolidated statement of financial position: Amounts due from a related party (included |                            |                                |            |            |
| in accounts receivable and other assets) Amounts due to related parties (included in     | -                          | 43,878                         | 43,878     | 10,081     |
| accounts payable and other liabilities)                                                  | (119,067)                  | (190,630)                      | (309,697)  | 149,009    |
| Loan to a related party                                                                  | -                          | 30,022,447                     | 30,022,447 | 20,339,286 |
| Financial assets available for sale (Note 7)                                             | 99                         | 1,449,198                      | 1,449,198  | 1,449,198  |

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 13 RELATED PARTY TRANSACTIONS (continued)

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

Loan to a related party represents amounts advanced by a subsidiary of the Group towards the construction and development of a commercial mall in UAE ("Project"). This amount bears interest of 8.5% (2016: 8.5%) per annum and can be converted to equity in the Project on completion of construction subject to the Project achieving certain operational targets. The Group has contributed KD 1,449,198 (2016: KD 1,449,198) in the equity of the Project out of the Group's capital commitment in respect of uncalled capital in financial assets available for sale amounting to KD 5,097,830 as at the reporting date (2016: KD 5,166,695).

Furthermore, the Parent Company has provided bank guarantee of KD Nil (2016: KD 2,148,482) and corporate guarantee of AED Nil (KD Nil) [2016: AED 202 million (KD equivalent to 16.83 million)] to banks on behalf of a related party related to the Project.

Other related parties include entities under common control.

#### Compensation of key management personnel

The remuneration of key management personnel during the year was as follows:

|                                                        | 2017<br>KD        | 2016<br>KD       |
|--------------------------------------------------------|-------------------|------------------|
| Short-term benefits Employees' end of service benefits | 227,968<br>62,846 | 150,892<br>7,655 |
|                                                        | 290,814           | 158,547          |

#### 14 **COMMITMENTS**

The Shaikh Saad Terminal, Discovery Mall, car park and commercial complex of Kuwait International Airport (Note 6) are constructed on a leased land for which an annual lease payment of KD 872,678 (2016: KD 782,203) has been made. The lease payments for the future periods are as follows:

|                                             | 2017<br>KD | 2016<br>KD |
|---------------------------------------------|------------|------------|
| Within one year                             | 872,678    | 782,203    |
| After one year but no later than five years | 3,202,712  | 2,840,812  |
| Later than 5 years                          | 335,678    | 955,406    |
|                                             | 4,411,068  | 4,578,421  |

The Group has capital commitments in respect of uncalled capital in financial assets available for sale to the Project (Note 13) amounting to AED 61,999,314 (2016: AED 61,999,314) equivalent to KD 5,097,830 (2016: KD 5,166,695).

#### 15 CONTINGENCIES

As at 31 December 2017, the Group had contingent liabilities, amounting to KD 307,290 (2016: KD 2,539,072), in respect of bank guarantees arising in the ordinary course of business and corporate guarantee of AED Nil million (equivalent to KD Nil) [2016: AED 202 million (equivalent to KD 16.83 million)] from which it is anticipated that no material liabilities will arise (Note 13).

#### 16 DIVIDENDS AND BOARD OF DIRECTORS' REMUNERATION

During the current year, at the Annual General Assembly ("AGM") of the shareholders of the Parent Company held on 11 May 2017, the shareholders approved the distribution of bonus shares 17,500,000 shares of 100 fils each (2015: nil) amounting to KD 1,750,000 (2015: nil) in respect of the year ended 31 December 2016 which have been issued on 22 June 2017. Cash dividends distribution of 86 fils per share amounting to KD 6,752,720 for the year ended 31 December 2015 were approved at the AGM of the shareholders of the Parent Company held on 27 April 2016.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 16 DIVIDENDS AND BOARD OF DIRECTORS' REMUNERATION (continued)

At the Board of Directors meeting held on 22 February 2018, the directors recommended distribution of cash dividend of 121 fils (2016: Nil fils) per share for the year ended 31 December 2017 and Board of Directors' remuneration of KD 25,000 (2016: KD 25,000). The proposed dividend, if approved at the AGM by the shareholders, shall be payable to the shareholders after obtaining the necessary regulatory approvals.

Board of Directors' remuneration is within the amount permissible under local regulations and is subject to approval by the annual general assembly of the shareholders of the Parent Company.

#### 17 SEGMENTAL INFORMATION

Management monitors the operating results of its segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements. However, taxation is managed on a Group basis and is not allocated to operating segments.

For management purposes, the Group is organised in two operating segments: i) Investments: consists of investing surplus funds in investment portfolios. ii) Service operations: consists of managing projects and providing airplane ground and cleaning services and other service facilities.

|                                           | Investments |                      | Services operations |            | Total      |            |
|-------------------------------------------|-------------|----------------------|---------------------|------------|------------|------------|
|                                           | 2017<br>KD  | 2016<br>KD           | 2017<br>KD          | 2016<br>KD | 2017<br>KD | 2016<br>KD |
| Segment revenues                          | 2,200,991   | 1,692,172            | 14,072,677          | 13,390,159 | 16,273,668 | 15,082,331 |
| Segment profit                            | 2,200,991   | 1,692,172            | 7,931,170           | 7,162,281  | 10,132,161 | 8,854,453  |
| Unallocated<br>Expenses                   |             | W-1                  |                     | <u> </u>   | (456,759)  | (435,850)  |
| Profit for the year                       |             |                      |                     |            | 9,675,402  | 8,418,603  |
| Depreciation and amortisation             | -           | -                    | 1,943,415           | 2,407,782  | 1,943,415  | 2,407,782  |
| Assets                                    | 37,468,051  | 26,517,714           | 15,689,756          | 16,931,981 | 53,157,807 | 43,449,695 |
| Liabilities                               | -           | -                    | 12,193,138          | 11,459,112 | 12,193,138 | 11,459,112 |
| Other disclosures:<br>Capital expenditure | -           | 64 Marie 1997 (1998) | 24,065              |            | 24,065     | _          |

Capital expenditure represents additions to intangible assets.

#### 18 RISK MANAGEMENT

Risk is inherent in the Group's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Group's continuing profitability and each individual within the Group is accountable for the risk exposures relating to his or her responsibilities. The Group is exposed to credit risk, liquidity risk, market risk and operational risk. Market risk is subdivided into interest rate risk, currency risk and equity price risk.

#### Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk on its cash and cash equivalent, receivables, loan to related party and managed portfolio.

The Group limits its credit risk with respect to customers/tenants by setting credit limits for individual customers/tenants, monitoring outstanding receivables, holding rent deposits and limiting transactions with specific counterparties.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 18 RISK MANAGEMENT (continued)

#### Credit risk (continued)

As at 31 December 2017, the Group had 1 customer (2016: 1 customer) that owed the Group KD 1,720,000 (2016: KD 1,000,000) and accounted for approximately 49% (2016: 37%) of accounts receivable and other assets.

Investments are made only with approved counterparties to minimise the concentration of risks and therefore mitigate financial loss through potential counterparty failure. The Group limits its credit risk with regard to bank balances and short term deposits by dealing with reputable banks.

The table below shows the gross maximum exposure to credit risk across financial assets:

|                                       | 2017<br>KD                            | 2016<br>KD |
|---------------------------------------|---------------------------------------|------------|
| Cash and cash equivalents             | 7,679,086                             | 5,307,034  |
| Accounts receivable and other assets* | 2,504,903                             | 1,948,471  |
| Loan to a related party               | 30,022,447                            | 20,339,286 |
| Managed portfolio (local bonds)       | , , , , , , , , , , , , , , , , , , , | 1,300,000  |
|                                       | 40,206,436                            | 28,894,791 |
|                                       | <del></del>                           |            |

<sup>\*</sup>Accounts receivable and other assets exclude prepayments, advance to suppliers and inventory.

#### Liquidity risk

Liquidity risk is the risk that the Group will be unable to meet its liabilities when they fall due. Liquidity risk can be caused by market disruptions or credit downgrades which may cause certain sources of funding to dry up immediately. To guard against this risk, management has diversified funding sources and assets are managed with liquidity in mind, maintaining a healthy balance of cash and cash equivalents.

The Group limits its liquidity risk by the maturity profile of financial liabilities ensuring facilities from banks and related parties are available to ensure adequate liquidity is maintained.

The table below summarises the maturity profile of the Group's financial liabilities at 31 December based on contractual undiscounted payment obligations:

| 2017                                    | On<br>demand<br>KD | Within 3<br>months<br>KD | 3 – 12<br>months<br>KD | Total<br>KD |
|-----------------------------------------|--------------------|--------------------------|------------------------|-------------|
| Accounts payable and other liabilities* | 69,213             | 1,347,010                | 3,016,776              | 4,432,999   |
| 2016                                    | On<br>demand<br>KD | Within 3<br>months<br>KD | 3 – 12<br>months<br>KD | Total<br>KD |
| Accounts payable and other liabilities* | 149,009            | 2,261,662                | 2,317,263              | 4,727,934   |

<sup>\*</sup>Account payables and other liabilities exclude rent received in advance.

#### Market risk

Market risk is the risk that the value of an asset will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual investment or its issuer or factors affecting all investments traded in the market.

#### Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments.

The Group has no significant exposure to interest bearing assets or liabilities as at 31 December 2017.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended 31 December 2017

#### 18 RISK MANAGEMENT (continued)

#### Market risk (continued)

Foreign currency risk

Foreign exchange risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the Group's functional currency. 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 exchange rates. Foreign exchange risk is managed on the basis of limits determined by management and a continuous assessment of current and expected exchange rate movements. The Group's exposure to the risk of changes in foreign exchange rates is not material since its foreign currency montetary assets and liabilities are limited.

#### Equity price risk

The Group has unquoted debt and equity securities which are carried at cost of KD 1,449,198 (2016: KD 2,749,198) where the impact of changes in equity prices will only be reflected when the investment is sold or deemed to be impaired, when the consolidated statement of comprehensive income will be impacted.

#### Operational risk

Operational risk is the risk of loss arising from systems failure, human error, fraud or external events. When controls fail to perform, operational risks can cause damage to reputation, have legal or regulatory implications, or lead to financial loss. The Group cannot expect to eliminate all operational risks, but through a control framework and by monitoring and responding to potential risks, the Group is able to manage the risks. Controls include effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes.

#### 19 CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholders' value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Group manages its capital structure and makes adjustments to it in light of changes in business conditions. No changes were made in the objectives, policies or processes during the years ended 31 December 2017 and 31 December 2016. Capital comprises equity attributable to the Parent Company, excluding statutory reserve and measured at KD 33,840,899 as at 31 December 2017 (2016: KD 25,405,343).

#### 20 FAIR VALUES OF FINANCIAL INSTRUMENTS

Financial instruments comprise of financial assets and financial liabilities.

Financial assets consist of financial assets available for sale, accounts receivables and other assets, cash and cash equivalents and loan to a related party. Financial liabilities consist of accounts payables and other liabilities excluding rent received in advance. The management assesses that the fair values of financial instruments, with the exception of certain financial assets available for sale carried at cost (Note 7), and the loan to a related party whose fair value is higher than the carrying value due to the contractual interest rate that is above the prevailing market rate, are not materially different from their carrying values.

#### 21 MULTICURRENCY TERM FACILITIES

During the year ended 31 December 2017, the Parent Company signed a loan agreement with a local bank for an amount of KD 50,100,000 to finance the construction and development of a commercial mall in UAE, the Project (Note 13). As at 31 December 2017, these funds have not been withdrawn.