

TAMWEEL ALOULA COMPANY
(CLOSED JOINT STOCK COMPANY)

INTERIM CONDENSED FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REVIEW REPORT

31 MARCH 2017

TAMWEEL ALOULA COMPANY
(CLOSED JOINT STOCK COMPANY)
INTERIM CONDENSED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED 31 MARCH 2017
(Expressed in Saudi Riyals)

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KPMG Al Fozan & Partners
Certified Public Accountants
1st Floor, Battoyor Towers
King Saud Road, Al Safa
P.O. Box 4803
Al Khobar, 31952

Telephone +966 13 816 2999
Fax +966 13 816 2888
Internet www.kpmg.com

Licence No. 46/11/323 issued 11/3/1992

INDEPENDENT AUDITORS' REPORT ON REVIEW OF INTERIM FINANCIAL STATEMENTS

The Shareholders
Tamweel AlOula Company
(Closed Joint Stock Company)
Dammam
Kingdom of Saudi Arabia

Introduction:

We have reviewed the accompanying 31 March 2017 condensed interim financial statements of **Tamweel AlOula Company** which comprises:

- the condensed statement of financial position as at 31 March 2017;
- the condensed statement of income for the three and six months period ended 31 March 2017;
- the condensed statement of comprehensive income for the three and six months period ended 31 March 2017;
- the condensed statement of changes in equity for the six-months period ended 31 March 2017;
- the condensed statement of cash flows for the six-months period ended 31 March 2017; and
- the notes to the condensed interim financial statements.

Management is responsible for the preparation and presentation of these condensed interim financial statements in accordance with International Accounting Standard 34, "Interim Financial Reporting" and Saudi Arabian Monetary Agency ("SAMA") guidance for the accounting of Zakat and tax. Our responsibility is to express a conclusion on these interim condensed financial statements based on our review.

Scope of review:

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



Conclusion:

Based on our review, nothing has come to our attention that causes us to believe that the accompanying 31 March 2017 condensed interim financial statements of **Tamweel AlOula Company** are not prepared, in all material respects, in accordance with International Accounting Standard 34, 'Interim Financial Reporting' that is endorsed in the Kingdom of Saudi Arabia and SAMA guidance for the accounting of zakat and tax.

**For KPMG Al Fozan & Partners
Certified Public Accountants**

Tareq Abdulrahman Al Sunaid
License No: 419

Al Khobar, 22 June 2017
Corresponding to: 27 Ramdan 1438H



TAMWEEL ALOULA COMPANY
(CLOSED JOINT STOCK COMPANY)
INTERIM CONDENSED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2017
(Expressed in Saudi Riyals)

	Note	31 March 2017 (Unaudited)	30 September 2016 (Audited)
ASSETS			
Non-current assets			
Property and equipment		2,082,012	2,309,942
Intangible assets		2,803,852	2,964,234
Net investment in finance leases	3	147,714,577	193,088,445
Total non-current assets		152,600,441	198,362,621
Current assets			
Current maturity of net investment in finance leases	3	126,971,314	120,929,741
Other receivables		10,699,045	3,659,166
Cash and cash equivalents		21,068,377	826,050
Total current assets		158,738,736	125,414,957
TOTAL ASSETS		311,339,177	323,777,578
SHAREHOLDERS' EQUITY AND LIABILITIES			
SHAREHOLDERS' EQUITY			
Share capital	4	250,000,000	250,000,000
Statutory reserve		1,830,561	1,830,561
Retained earnings		30,380,222	16,475,048
TOTAL SHAREHOLDERS' EQUITY		282,210,783	268,305,609
LIABILITIES			
Non-current liabilities			
Employees' end of service benefits		1,941,268	1,744,004
Total non-current liabilities		1,941,268	1,744,004
Current liabilities			
Loans from a shareholder	9	3,197,884	27,930,675
Accounts payable		11,130,991	6,430,596
Due to shareholders	9	3,546,000	14,242,250
Accrued expenses and other liabilities		8,018,647	4,262,040
Zakat provision		1,293,604	862,404
Total current liabilities		27,187,126	53,727,965
TOTAL LIABILITIES		29,128,394	55,471,969
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		311,339,177	323,777,578

Chairman

Chief Executive Officer

Chief Financial Officer

The accompanying notes from 1 to 12 form an integral part of these interim condensed financial statements.

TAMWEEL ALOULA COMPANY
(CLOSED JOINT STOCK COMPANY)
INTERIM CONDENSED STATEMENT OF INCOME
FOR THE THREE AND SIX MONTHS ENDED 31 MARCH 2017
(Expressed in Saudi Riyals)

	Note	For the three months ended 31 March 2017 (Unaudited)	For the three months ended 31 March 2016 (Unaudited) (Restated)	For the six months ended 31 March 2017 (Unaudited)	For the period from 2 July 2015 to 31 March 2016 (Unaudited) (Restated)
INCOME					
Income from operations					
Finance lease		14,728,594	18,441,072	28,076,777	40,421,281
Income / (expenses) from other activities					
Other income/ (loss)		570,573	79,309	860,509	(151,827)
Total income		15,299,167	18,520,381	28,937,286	40,269,454
EXPENSES					
Special commission expenses and bank charges	5	(86,164)	(679,131)	(588,768)	(4,458,291)
Insurance expenses for finance leasing activities		(2,665,492)	(3,422,252)	(6,084,406)	(7,897,308)
Allowance for doubtful debts		-	(5,135,731)	-	(5,135,731)
Salaries and employee related expenses		(2,798,332)	(3,224,937)	(5,733,072)	(9,137,998)
Rent and premises related expenses		(220,500)	(212,500)	(433,000)	(555,415)
Depreciation and amortization		(253,718)	(110,303)	(456,805)	(264,583)
Other general and administrative expenses		(671,468)	(1,163,898)	(1,304,861)	(4,912,580)
Total expenses		(6,695,674)	(13,948,752)	(14,600,912)	(32,361,906)
PROFIT FOR THE PERIOD		8,603,493	4,571,629	14,336,374	7,907,548
Earnings per share - basic and diluted		0.34	0.18	0.57	0.32

The accompanying notes from 1 to 12 form an integral part of these interim condensed financial statement.

TAMWEEL ALOULA COMPANY
(CLOSED JOINT STOCK COMPANY)
INTERIM CONDENSED STATEMENT OF COMPREHENSIVE INCOME
FOR THE THREE AND SIX MONTHS ENDED 31 MARCH 2017
(Expressed in Saudi Riyals)

	For the three months ended 31 March 2017 (Unaudited)	For the three months ended 31 March 2016 (Unaudited) (Restated)	For the six months ended 31 March 2017 (Unaudited)	For the period from 2 July 2015 to 31 March 2016 (Unaudited) (Restated)
Profit for the period	8,603,493	4,571,629	14,336,374	7,907,548
Other comprehensive income	-	-	-	-
Total comprehensive income for the period	8,603,493	4,571,629	14,336,374	7,907,548

The accompanying notes from 1 to 12 form an integral part of these interim condensed financial statements.

TAMWEEL ALOULA COMPANY
(CLOSED JOINT STOCK COMPANY)
INTERIM CONDENSED STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED 31 MARCH 2017
(Expressed in Saudi Riyals)

	<u>Note</u>	<u>31 March 2017</u> <u>(Unaudited)</u>	<u>For the period</u> <u>from 2 July</u> <u>2015 to 30</u> <u>September 2016</u> <u>(Audited)</u>
OPERATING ACTIVITIES			
Profit for the period		14,336,374	18,305,609
<i>Adjustments:</i>			
Depreciation and amortization		456,805	635,515
Special commission expenses and bank charges		588,768	5,342,383
Employees' end of service benefits		306,752	818,787
Pre-organization expenses and capital work in progress charged to the period		-	2,456,576
Allowance for doubtful debts		-	4,230,629
Zakat		-	862,404
Loss on disposal of property and equipment		330	460,751
		15,689,029	33,112,654
Changes in operating assets and liabilities			
Net investment in finance leases		39,332,295	69,360,117
Other receivables		(7,039,879)	(590,157)
Due to shareholders	9	(10,696,250)	14,242,250
Employees' end of service benefits paid		(109,488)	(179,893)
Accounts payable		4,700,395	(29,853,637)
Accrued expenses and other liabilities		3,756,607	2,814,537
Special commission expenses and bank charges paid		(588,768)	(10,457,038)
Net cash from operating activities		45,043,941	78,448,833
INVESTING ACTIVITIES			
Capital expenditure incurred - property and equipment and intangible assets		(70,423)	(1,031,392)
Proceeds from disposal of property and equipment		1,600	770,391
Net cash used in investing activities		(68,823)	(261,001)
FINANCING ACTIVITIES			
Repayment of loans from shareholders	9	(26,645,751)	(207,194,928)
Loans from shareholders	9	1,912,960	-
Due to shareholders		-	(137,033,269)
Share capital		-	250,000,000
Net cash used in financing activities		(24,732,791)	(94,228,197)
Net change in cash and cash equivalents		20,242,327	(16,040,365)
Cash and cash equivalents transferred		-	16,866,415
Cash and cash equivalents at beginning of the period		826,050	-
Cash and cash equivalent at end of the period		21,068,377	826,050
<u>Non-cash transactions:</u>			
Net investment in finance leases transferred		-	66,885,421
Capital work in progress transferred to intangible assets		-	3,112,500

The accompanying notes from 1 to 12 form an integral part of these interim condensed financial statements.

TAMWEEL ALOULA COMPANY
(CLOSED JOINT STOCK COMPANY)
INTERIM CONDENSED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE SIX MONTHS ENDED 31 MARCH 2017
(Expressed in Saudi Riyals)

	Share capital	Statutory reserve	Retained earnings	Total
Share capital introduced	250,000,000	-	-	250,000,000
Profit for the period	-	-	19,168,013	19,168,013
Zakat	-	-	(862,404)	(862,404)
Transfer to statutory reserve	-	1,830,561	(1,830,561)	-
30 September 2016 (Audited)	250,000,000	1,830,561	16,475,048	268,305,609
Profit for the period	-	-	14,336,374	14,336,374
Zakat for the period - Note 10	-	-	(431,200)	(431,200)
31 March 2017 (Unaudited)	250,000,000	1,830,561	30,380,222	282,210,783

The accompanying notes from 1 to 12 form an integral part of these interim condensed financial statements.

1. CORPORATE INFORMATION

Tamweel AlOula Company (the “Company”) is a Saudi closed joint stock company established under the Regulations for Companies in the Kingdom of Saudi Arabia. The Company registered in Dammam under commercial registration number 2050055043 dated 15 Ramadan, 1436 corresponding to 2 July 2015 and operating under company license number 39/A Sh/201512 dated 21/02/1437H corresponding to 3 December 2015 issued by Saudi Arabian Monetary Agency (“SAMA”).

The principal activities of the Company are capital lease, financing lease and operating lease.

The Company’s registered office is located in Dammam at the following address:

Tamweel AlOula Company
Al Khobar Dammam Highway
Al Kifah Tower
P.O. Box 7355, Dammam 31462
Kingdom of Saudi Arabia

In accordance with the By-laws of the Company, the Company acquired the operations, related assets and liabilities of Tamweel for Trading and installments, a branch of Al Kifah Trading Company (a shareholder), as at 2 July 2015. The details of net assets acquired are as follows:

Cash and cash equivalent	16,866,415
Net investment in finance leases	463,387,079
Allowance for lease losses	(8,892,725)
Advances, prepayments and other receivables	3,069,010
Property and equipment, net	3,045,610
Intangible assets, net	45,189
Pre – organization expenses	2,362,716
Capital work in progress	3,112,500
Total assets	482,995,794
Long term loans from related parties	(303,829,810)
Accounts payable	(36,284,233)
Accrued expenses and other liabilities	(4,743,372)
Employees’ end of service benefits	(1,105,110)
Total liabilities	(345,962,525)
Net assets transferred	137,033,269

Cash consideration paid by the Company is equal to the book value of net assets transferred which approximate the fair market value.

Furthermore, in October 2015, the Company has disposed certain financial assets (investment in finance lease) to Al Kifah Trading Company (a shareholder), amounted to SR 66.8 million. Lease receivables transferred and related unearned lease finance income amounted to SR 71.5 million and SR 4.7 million, respectively. (Refer to note 3.3).

Management has notified SAMA about transactions in order to obtain a no-objection letter as required by implementing regulations of the finance companies control law.

2. SIGNIFICANT ACCOUNTING POLICIES, ESTIMATES AND BASIS OF PREPARATIONS

Significant accounting policies applied in the preparation of these interim condensed financial statements are set out below. These policies are consistently applied for all periods presented.

2.1 Statement of compliance

During 2017, SAMA issued a Circular no. 381000074519 dated 11 April 2017 and subsequent amendments through certain clarifications relating to the accounting for Zakat. The impact of these amendments is that the Zakat are to be accrued on a quarterly basis and recognized in statement of changes in shareholders' equity with a corresponding liability recognized in the statement of financial position.

Applying the above framework, the interim condensed financial statements of the Company have been prepared using IAS 34 that is endorsed in the Kingdom of Saudi Arabia and SAMA guidance for the accounting of Zakat.

Until 2016, the financial statements of the Company were prepared in accordance with International Financial Reporting Standards (IFRS). Accordingly, these interim condensed financial statements are not intended to be a presentation in conformity with the accounting standards generally accepted in the Kingdom of Saudi Arabia, as issued by the Saudi Organization for Certified Public Accountants (SOCPA). This change in framework resulted in a change in accounting policy for Zakat (as disclosed in note 2.3).

2.2 Basis of measurement

The Company has prepared these interim condensed financial statements under the historical cost convention on the accrual basis of accounting.

2.3 Accounting policies

The accounting policies used in the preparation of these interim condensed financial statements are consistent with those followed in the preparation of the Company's annual financial statements for the period from 2 July 2015 to 30 September 2016 and have been consistently applied for all periods presented, except for change in accounting policy mentioned below.

During the period, the Company changed its accounting policy relating to the presentation of Zakat provisions which were previously presented in statement of income. In line with changes in accounting policy referred to in note 2.1 zakat provisions are directly charged to statement of changes in shareholders' equity.

The change in accounting policy resulted in increase in statement of income for the three months period ended 31 March 2016 by SR 0.172 million and for the period from 2 July 2015 to 31 March 2016 by SR 0.517 million (30 September 2016: 0.862 million). Had there been no change in the accounting policy the statement of income for the current three months period ended 31 March 2017 would have been lower by SR 0.216 million and six months period ended 31 March 2017 by SR 0.431 million. This change does not have any impact on financial position or equity of the Company, therefore no column for financial year ended 30 September 2016 has been presented.

All the other significant accounting policies are consistent with the latest audited year ended financial statements.

3. NET INVESTMENT IN FINANCE LEASES

	31 March 2017 (Unaudited)	30 September 2016 (Audited)
Lease receivables	300,116,514	344,866,816
Residual value	64,055,003	71,510,464
Gross investment in finance leases	364,171,517	416,377,280
Unearned lease finance income	(76,362,272)	(89,235,740)
Net investment in finance leases	287,809,245	327,141,540
Provision for lease losses	(13,123,354)	(13,123,354)
	274,685,891	314,018,186
Current maturity	(126,971,314)	(120,929,741)
	147,714,577	193,088,445

3.1 The movement in the provision for lease losses was as follows:

	31 March 2017 (Unaudited)	30 September 2016 (Audited)
Balance at the beginning of the period	13,123,354	8,892,725
Allowance for the period	-	4,230,629
	13,123,354	13,123,354

3.2 The aging on lease past due - but not impaired:

	31 March 2017 (Unaudited)	30 September 2016 (Audited)
From 1 day to 30 days	159,088	4,210,843
From 31 days to 90 days	6,484,974	3,869,735
Total	6,644,062	8,080,578

3.3 The Company has disposed certain financial assets (investment in finance leases) as at 1st October 2015 to Al Kifah Trading Company (a shareholder), amounting to SR 66.8 million. Lease receivables transferred and related unearned lease finance income amounted to SR 71.5 million and SR 4.7 million, respectively.

The management has notified SAMA about transactions in order to obtain a no-objection letter as required by Implementing Regulations of the Finance Companies Control law.

3.4 The contractual rights and the titles of certain assets subject to the finance leases arrangements are under the name of Al Kifah Trading Company (a shareholder) amounting to SR 202 million and SR 254 million of investment in finance leases as at 31 March 2017 and 30 September 2016 respectively. The shareholder has waived rights over these assets and confirmed that the risks and rewards pertaining to the assets have been transferred to the Company.

4. SHARE CAPITAL

The pattern of shareholding as of 31 March 2017 and 30 September 2016 is as follows:

	Percentage of ownership	Number of Shares	Amount SR
Al Kifah Holding Company	80	20,000,000	200,000,000
International Developers Company	5	1,250,000	12,500,000
Al Kifah for Building Materials Company	5	1,250,000	12,500,000
Al Kifah Trading Company	5	1,250,000	12,500,000
Al Kifah for Constructions Company	5	1,250,000	12,500,000
	100	25,000,000	250,000,000

5. SPECIAL COMMISSION EXPENSES AND BANK CHARGES

	For the three months ended 31 March 2017 (Unaudited)	For the three months ended 31 March 2016 (Unaudited)
Special commission expense on long term loans from shareholders	17,828	592,401
Bank charges	68,336	86,730
	86,164	679,131

6. BASIC AND DILUTED EARNINGS PER SHARE

The basic and diluted earnings per share is calculated by dividing the profit for the period attributable to the shareholders by weighted average number of shares at the end of the period.

7. SEGMENT REPORTING

A segment is a distinguishable component that is engaged in providing leases (a business segment), which is subject to risks and rewards that are different from those of other segments.

The Company essentially monitors its business as a single business segment and accordingly it is management's opinion that segment reporting would not be relevant. The Company only operates in the Kingdom of Saudi Arabia.

8. FAIR VALUES OF FINANCIAL ASSETS AND LIABILITIES

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques.

All financial assets and financial liabilities are measured at amortized cost. The carrying amounts of all financial assets and financial liabilities measured at amortized cost approximate their fair values.

9. RELATED PARTY TRANSACTIONS AND BALANCES

In the ordinary course of its business, the Company transacts business with its related parties, which include its parent company (Al Kifah Holding Company), affiliated Companies and other entities in which the principal shareholder has share of interest. Such transactions are dealt with on agreed terms and the terms and conditions of such transactions are approved by the Company's management. Following are the related parties of the Company and the amounts of significant transactions:

	For the six months ended 31 March 2017 (Unaudited)	For the period from 2 July 2015 to 30 September 2016 (Audited)
Transactions:		
Al Kifah Holding Company – a shareholder		
Repayment of loan	(26,645,751)	(207,194,928)
Loan from shareholder	1,912,960	-
Al Kifah for Building Materials – a shareholder		
Heavy machinery and equipment sales financed by the Company	7,925,000	14,158,500
Amount paid against machinery and equipment financed	(18,537,500)	-
Al Kifah Real Estate Company – a shareholder		
Annual rent for the Company's head office	850,000	980,416
Rent paid by the Company	(850,000)	-
Al Kifah Contracting Company – a shareholder		
Amount due against construction of new office	33,647	-
Amount paid against construction of new office	(33,647)	-
Al Kifah Information Technology Company – a shareholder		
Information technology fee	250,351	-
Amount paid against Information technology fee	(250,351)	-
Al Kifah Trading Company – a shareholder		
Assets purchased for the purpose of leases	12,034,590	78,110,000
Net assets acquired from shareholders	-	137,033,269
Net investments in finance lease transferred to a shareholder	-	66,885,421
Amount paid against assets purchases	(12,118,340)	(66,885,421)

The above mentioned transactions with related parties resulted in the following balances as at 31 December:

	31 March 2017 (Unaudited)	30 September 2016 (Audited)
Loan from a shareholder:		
Al Kifah Holding Company	3,197,884	27,930,675
Due to shareholders:		
Al Kifah for Building materials Company	3,546,000	14,158,500
Al Kifah Trading Company	-	83,750
	3,546,000	14,242,250

10. ZAKAT MATTERS

Significant components of Zakat base of the Company principally comprise of shareholders' equity at the beginning of the period, adjusted net income and certain other items.

Provision for Zakat

Provision for Zakat has been made at 2.5% of approximate Zakat base attributable to the Saudi shareholders of the Company.

11. COMPARATIVE FIGURES

The Company obtained commercial registration certificate on 15 Ramadan 1436 corresponding to 2 July 2015, therefore, the comparative information in these interim condensed financial statements is not comparable.

12. BOARD OF DIRECTORS' APPROVAL

These condensed interim financial statements were approved on 22 June 2017 corresponding 27 Ramdan 1438H.