

**Seef Properties B.S.C.**

**BOARD OF DIRECTORS' REPORT,  
INDEPENDENT AUDITOR'S REPORT AND  
CONSOLIDATED FINANCIAL STATEMENTS**

**31 DECEMBER 2024**

## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SEEF PROPERTIES B.S.C.**

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

#### *Opinion*

We have audited the accompanying consolidated financial statements of Seef Properties B.S.C. (the "Company") and its subsidiaries (together the "Group"), which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policy information.

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 2024, its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

#### *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' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code") together with the ethical requirements that are relevant to our audit of the financial statements in the Kingdom of Bahrain, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Key audit matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended 31 December 2024. 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 matter 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.

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF  
SEEF PROPERTIES B.S.C. (continued)**

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

*Key audit matters (continued)*

<b>1. Valuation of investment properties</b>	
Refer to note 6 in the consolidated financial statements	
<b>Key audit matter</b>	<b>How the key audit matter was addressed in the audit</b>
<p>Investment properties comprise 79% of the Group's total assets as at 31 December 2024. The Group's investment properties consist of malls, serviced apartments and commercial properties located within the Kingdom of Bahrain. These investment properties are measured at fair value determined by independent, external, specialist valuers.</p> <p>The valuation of the investment properties is highly dependent on estimates and assumptions, such as rental yields, property location, occupancy rates, discount rates, maintenance status, and market knowledge. Because of the complexity of fair value requirements, significance of judgements and estimates applied and the Group's exposure to investment properties which form a major portion of the Group's assets, the audit of fair value measurement for investment properties is a key area of focus and is considered a key audit matter.</p>	<p>Our procedures in relation to the fair value assessment of investment properties included, among others:</p> <ul style="list-style-type: none"> <li>• Evaluating the independent external valuers' objectivity, independence and relevant expertise;</li> <li>• Assessing the methodologies, key assumptions and methods used by the valuers in the valuation process;</li> <li>• Testing of the input data provided to the external valuers; and</li> <li>• Engaging our internal specialists to assess the reasonableness of the major assumptions used by Management's specialist.</li> </ul> <p>We also evaluated the appropriateness of the disclosures relating to the assumptions and sensitivity of such assumptions included in the consolidated financial statements.</p>

*Other information included in the Group's 2024 annual report*

Other information consists of the information included in the Group's 2024 annual report, other than the consolidated financial statements and our auditor's report thereon. The Board of Directors is responsible for the other information. Prior to the date of this auditor's report, we obtained the Board of Directors' Report which forms part of the annual report, and the remaining sections of the annual report are expected to be made available to us after that date. Our opinion on the consolidated financial statements does not cover the other information and we do 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 when it becomes available 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.

## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SEEF PROPERTIES B.S.C. (continued)**

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

#### *Other information included in the Group's 2024 annual report (continued)*

If, based on the work we have performed on the other information obtained prior to the date of the 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 the Board of Directors for the consolidated financial statements*

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

In preparing the consolidated financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

#### *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 judgement 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 Board of Directors.

## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SEEF PROPERTIES B.S.C. (continued)**

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

#### *Auditor's responsibilities for the audit of the consolidated financial statements (continued)*

- Conclude on the appropriateness of the Board of Directors' 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. 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.
- Plan and perform the Group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the Group audit. We remain solely responsible for our audit opinion

We communicate with those charged with governance, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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 period 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**


- a) as required by the Bahrain Commercial Companies Law, we report that:
  - i. the Company has maintained proper accounting records and the consolidated financial statements are in agreement therewith;
  - ii. the financial information contained in the Board of Directors' Report is consistent with the consolidated financial statements; and
  - iii. satisfactory explanations and information have been provided to us by Management in response to all our requests.

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF  
SEEF PROPERTIES B.S.C. (continued)**

**Report on Other Legal and Regulatory Requirements (continued)**

- b) We are not aware of any violations of the Bahrain Commercial Companies Law, the Central Bank of Bahrain ("CBB") Rule Book (applicable provisions of Volume 6) and CBB directives, regulations and associated resolutions, rules and procedures of the Bahrain Bourse or the terms of the Company's memorandum and articles of association during the year ended 31 December 2024 that might have had a material adverse effect on the business of the Group or on its consolidated financial position.
- c) As required by Article (8) of Section (2) of Chapter (1) of the Bahrain Corporate Governance Code, we report that the Company:
  - i. has appointed a Corporate Governance Officer; and
  - ii. has a board approved written guidance and procedures for corporate governance.

The partner in charge of the audit resulting in this independent auditor's report is Mr. Abdullatif Al Mahmood.



Auditor's Registration No. 295  
24 February 2025  
Manama, Kingdom of Bahrain

# Seef Properties B.S.C.

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2024

	Notes	2024 BD	2023 BD
<b>ASSETS</b>			
<b>Non-current assets</b>			
Equipment, furniture and motor vehicles	4	3,352,161	3,861,410
Capital work-in-progress	5	1,574,437	299,970
Investment properties	6	138,770,511	139,436,458
Investment in a joint venture	7	8,475,206	6,947,176
		<b>152,172,315</b>	<b>150,545,014</b>
<b>Current assets</b>			
Trade and other receivables	8	4,106,305	4,374,250
Bank balances, term deposits and cash	9	20,859,041	24,075,219
		<b>24,965,346</b>	<b>28,449,469</b>
<b>TOTAL ASSETS</b>		<b>177,137,661</b>	<b>178,994,483</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	10	46,000,000	46,000,000
Treasury shares	11	(699,092)	-
Statutory reserve	12	23,000,000	23,000,000
Furniture and fixtures replacement reserve	13	414,266	368,003
Retained earnings		93,131,806	91,711,208
<b>Equity attributable to equity holders of the parent</b>		<b>161,846,980</b>	<b>161,079,211</b>
Non-controlling interest		3,307,994	3,461,871
<b>Total equity</b>		<b>165,154,974</b>	<b>164,541,082</b>
<b>Non-current liabilities</b>			
Term loans - non-current portion	15	3,983,949	6,814,108
Lease liability - non-current portion	16	2,435,243	2,451,166
Employees' end of service benefits	17	268,545	255,691
		<b>6,687,737</b>	<b>9,520,965</b>
<b>Current liabilities</b>			
Term loans - current portion	15	1,557,309	1,014,529
Lease liability - current portion	16	15,923	14,462
Unclaimed dividends	18	665,313	686,944
Trade and other payables	19	3,056,405	3,216,501
		<b>5,294,950</b>	<b>4,932,436</b>
<b>Total liabilities</b>		<b>11,982,687</b>	<b>14,453,401</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>177,137,661</b>	<b>178,994,483</b>



EsSa Mohamed Najibi  
Chairman



Dr. Mustafa Al-Sayed  
Vice Chairman



Ahmed Yusuf  
Chief Executive Officer


The attached notes 1 to 31 form part of these consolidated financial statements.


# Seef Properties B.S.C.

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2024

	Notes	2024 BD	2023 BD
<b>REVENUE</b>			
Property rental income and service charges		8,975,747	10,244,111
Income from serviced apartments		1,618,720	1,725,899
Leisure and recreational revenue		3,004,148	3,140,144
		<b>13,598,615</b>	15,110,154
Less: cost of sales	20	3,895,340	3,725,125
<b>GROSS PROFIT</b>		<b>9,703,275</b>	11,385,029
Other operating income	22	1,380,745	1,398,746
Profit on term deposits		1,233,787	1,166,929
		<b>12,317,807</b>	13,950,704
<b>EXPENSES</b>			
General and administrative expenses	23	4,289,308	4,075,998
Depreciation	4	658,397	580,514
Other expenses	24	257,000	425,000
Charge for expected credit losses	8	205,217	286,839
Finance costs	25	816,984	949,277
		<b>6,226,906</b>	6,317,628
<b>PROFIT BEFORE FAIR VALUE CHANGES ON INVESTMENT PROPERTIES AND SHARE OF PROFIT / LOSS FROM INVESTMENT IN A JOINT VENTURE</b>			
		<b>6,090,901</b>	7,633,076
Unrealised fair value loss on investment properties	6	(665,947)	(665,947)
Share of profit / loss from investment in a joint venture	7	28,030	(666,821)
<b>NET PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>5,452,984</b>	6,300,308
<b>Attributable to:</b>			
Equity holders of the parent		5,606,861	6,440,050
Non-controlling interest		(153,877)	(139,742)
		<b>5,452,984</b>	6,300,308
Basic and diluted earnings per share attributable to equity holders of the parent (fils)	26	12	14

  
Essà Mohamed Najibi  
Chairman

  
Dr. Mustafa Al-Sayed  
Vice Chairman

  
Ahmed Yusuf  
Chief Executive Officer

The attached notes 1 to 31 form part of these consolidated financial statements.



# Seef Properties B.S.C.

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

	<i>Notes</i>	<b>2024</b> <b>BD</b>	<b>2023</b> <b>BD</b>
<b>OPERATING ACTIVITIES</b>			
Net profit for the year		<b>5,452,984</b>	6,300,308
Adjustments for:			
Depreciation	4.1	<b>1,044,444</b>	986,177
Gain on disposal of equipment, furniture and motor vehicles		-	(1,677)
Profit on term deposits		<b>(1,233,787)</b>	(1,166,929)
Charge for expected credit losses	8	<b>205,217</b>	286,839
Finance costs	25	<b>816,984</b>	949,277
Employees' end of service benefits	17	<b>59,480</b>	65,205
Unrealised fair value loss on investment properties	6	<b>665,947</b>	665,947
Share of profit / loss from investment in a joint venture	7	<b>(28,030)</b>	666,821
Other adjustments	7	-	30,000
Operating profit before working capital changes		<b>6,983,239</b>	8,781,968
Working capital changes:			
Trade and other receivables		<b>(336,000)</b>	(232,284)
Trade and other payables		<b>(156,709)</b>	(850,744)
		<b>6,490,530</b>	7,698,940
Employees' end of service benefits paid	17	<b>(46,626)</b>	(2,170)
Net cash flows from operating activities		<b>6,443,904</b>	7,696,770
<b>INVESTING ACTIVITIES</b>			
Purchase of equipment, furniture and motor vehicles	4	<b>(405,898)</b>	(571,610)
Expenditure incurred on capital work-in-progress	5	<b>(1,403,764)</b>	(359,714)
Additions to investment properties	6	-	(255,712)
Proceeds from disposal of equipment, furniture and motor vehicles		-	1,918
Additions to investment in a joint venture	7	<b>(1,500,000)</b>	-
Net movement in term deposits with an original maturity of more than 90 days		<b>(404,000)</b>	300,000
Profit on term deposits received		<b>1,632,515</b>	632,879
Net cash flows used in investing activities		<b>(2,081,147)</b>	(252,239)
<b>FINANCING ACTIVITIES</b>			
Dividends paid	18	<b>(4,161,631)</b>	(3,709,520)
Purchase of treasury shares	11	<b>(699,092)</b>	-
Term loans repaid	15	<b>(2,287,379)</b>	(2,128,018)
Finance costs paid on term loans		<b>(584,833)</b>	(729,022)
Lease liability paid (including finance costs)	16	<b>(250,000)</b>	(250,000)
Net cash flows used in financing activities		<b>(7,982,935)</b>	(6,816,560)
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>(3,620,178)</b>	627,971
Cash and cash equivalents at 1 January		<b>7,415,219</b>	6,787,248
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	9	<b>3,795,041</b>	7,415,219

The attached notes 1 to 31 form part of these consolidated financial statements.

Seef Properties B.S.C.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2024

<i>-----Equity attributable to equity holders of the parent-----</i>									
		<i>Share capital</i>	<i>Treasury shares</i>	<i>Statutory reserve</i>	<i>Furniture and fixtures replacement reserve</i>	<i>Retained earnings*</i>	<i>Total</i>	<i>Non-controlling interest</i>	<i>Total equity</i>
	<i>Notes</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>
At 1 January 2024		46,000,000	-	23,000,000	368,003	91,711,208	161,079,211	3,461,871	164,541,082
Net profit and total comprehensive income for the year		-	-	-	-	5,606,861	5,606,861	(153,877)	5,452,984
Dividends declared for 2023	14	-	-	-	-	(4,140,000)	(4,140,000)	-	(4,140,000)
Purchase of treasury shares	11	-	(699,092)	-	-	-	(699,092)	-	(699,092)
Transfer to furniture and fixtures replacement reserve	13	-	-	-	48,562	(48,562)	-	-	-
Furniture and fixtures replacement reserve utilised		-	-	-	(2,299)	2,299	-	-	-
<b>At 31 December 2024</b>		<b>46,000,000</b>	<b>(699,092)</b>	<b>23,000,000</b>	<b>414,266</b>	<b>93,131,806</b>	<b>161,846,980</b>	<b>3,307,994</b>	<b>165,154,974</b>

\* Retained earnings includes BD 644,092 relating to the statutory reserve of the subsidiaries.

## Seef Properties B.S.C.

### CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued)

For the year ended 31 December 2024

		-----Equity attributable to equity holders of the parent-----							
		Share capital BD	Treasury shares BD	Statutory reserve BD	Furniture and fixtures replacement reserve BD	Retained earnings* BD	Total BD	Non- controlling interest BD	Total equity BD
Notes									
	At 1 January 2023	46,000,000	-	23,000,000	321,966	88,997,195	158,319,161	3,601,613	161,920,774
	Net profit and total comprehensive income for the year	-	-	-	-	6,440,050	6,440,050	(139,742)	6,300,308
	Dividends declared for 2022	14	-	-	-	(3,680,000)	(3,680,000)	-	(3,680,000)
	Transfer to furniture and fixtures replacement reserve	13	-	-	51,777	(51,777)	-	-	-
	Furniture and fixtures replacement reserve utilised		-	-	(5,740)	5,740	-	-	-
	At 31 December 2023	46,000,000	-	23,000,000	368,003	91,711,208	161,079,211	3,461,871	164,541,082

\* Retained earnings includes BD 644,092 relating to the statutory reserve of the subsidiaries.

# Seef Properties B.S.C.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

At 31 December 2024

### 1 ACTIVITIES

Seef Properties B.S.C. (the "Company") is a public joint stock company incorporated in the Kingdom of Bahrain and registered with the Ministry of Industry and Commerce under commercial registration number 44344. The postal address of the Company's registered head office is P O Box 20084, Building 2102, Road 2825, Block 428, Seef District, Kingdom of Bahrain.

The Company and its subsidiaries are collectively referred to as the Group.

The Group is primarily engaged in the real estate business and also provides leisure and recreational game facilities. The Group owns and manages Seef Mall, Isa Town Mall, Muharraq Seef Mall, Fraser Suites - Seef, Seef Entertainment and other commercial facilities in the Kingdom of Bahrain. In addition, the Company manages, as part of property management service agreements, Souq Al Baraha and Al Liwan. Al Liwan project is owned by Lama Real Estate W.L.L. which is the joint venture of the Company.

The consolidated financial statements were authorised for issue in accordance with a resolution of the Board of Directors on 24 February 2025.

The Company's subsidiaries and joint venture, all of which are incorporated in the Kingdom of Bahrain, are as follows:

<i>Name</i>	<i>Percentage of holding</i>		<i>Principal activities</i>
	<i>2024</i>	<i>2023</i>	
<b>Subsidiaries</b>			
Fraser Suites Seef - Bahrain W.L.L.	<b>100%</b>	100%	Hotel, tourist furnished flats and restaurants for tourist services management.
Seef Entertainment W.L.L.	<b>100%</b>	100%	Management of amusement parks and theme parks and other amusement and recreation activities.
The Muharraq Mall Co. W.L.L.	<b>72.5%</b>	72.5%	Management of real estate including malls.
<b>Joint venture</b>			
Lama Real Estate W.L.L.	<b>50%</b>	50%	Real estate business.

### 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION

#### 2.1 Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and in conformity with the Bahrain Commercial Companies Law, the Central Bank of Bahrain ("CBB") Rule Book (applicable provisions of Volume 6) and CBB directives, regulations and associated resolutions, and the rules and procedures of the Bahrain Bourse.

#### 2.2 Accounting convention

The consolidated financial statements have been prepared on a historical cost basis, except for investment properties that have been measured at fair value. The consolidated financial statements are presented in Bahraini Dinars ("BD") which is the functional currency of the Company and reporting currency of the Group.

The Group has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION  
(continued)**

**2.3 Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 December 2024. 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.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and 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 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. 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 ("OCI") 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 in 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 profit or loss. Any investment retained is recognised at fair value.

**2.4 New and amended standards and interpretations effective as of 1 January 2024**

The accounting policies adopted in the preparation of these consolidated financial statements are consistent with those of the previous financial year, except for the adoption of the IASB's following new and amended standards which are effective as of 1 January 2024. The Group has not early adopted any new and amended standards and interpretations that have been issued but are not yet effective.

**Amendments to IFRS 16: Lease Liability in a Sale and Leaseback**

The amendments in IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

These amendments had no impact on the consolidated financial statements of the Group, as the Group does not have any sale and leaseback transactions.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION  
(continued)**

**2.4 New and amended standards and interpretations effective as of 1 January 2024  
(continued)**

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

The amendments to IAS 1 specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

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

In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

These amendments resulted in additional disclosures in Note 15, but did not have an impact on the classification of the Group's liabilities.

**Amendments to IAS 7 and IFRS 7: Supplier Finance Arrangements**

The amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

These amendments had no impact on the consolidated financial statements of the Group as the Group does not have any supplier finance arrangements.

**2.5 New and amended standards and interpretations issued but not yet effective**

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's consolidated financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

**Amendments to IAS 21: Lack of exchangeability**

In August 2023, the IASB issued amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after 1 January 2025. Early adoption is permitted, but will need to be disclosed. When applying the amendments, an entity cannot restate comparative information.

The amendments are not expected to have an impact on the Group's consolidated financial statements.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION  
(continued)**

**2.5 New and amended standards and interpretations issued but not yet effective (continued)**

**IFRS 18 Presentation and Disclosure in Financial Statements**

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes.

In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively.

The Group is currently working to identify all impacts the amendments will have on the primary consolidated financial statements and notes to the consolidated financial statements.

**IFRS 19 Subsidiaries without Public Accountability: Disclosures**

In May 2024, the IASB issued IFRS 19, which allows eligible entities to elect to apply its reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements, available for public use, which comply with IFRS accounting standards.

IFRS 19 is effective for reporting periods beginning on or after 1 January 2027, with early application permitted.

As the Group's equity instruments are publicly traded, it is not eligible to elect to apply IFRS 19.

**2.6 Material accounting policy information**

**Business combinations**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION  
(continued)**

**Business combinations (continued)**

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

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of *IFRS 9 Financial Instruments*, is measured at fair value with the changes in fair value recognised in profit or loss in accordance with IFRS 9. Other contingent consideration that is not within the scope of IFRS 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units ("CGUs") that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to CGU and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the CGU retained.

**Equipment, furniture and motor vehicles**

Equipment, furniture and motor vehicles are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the equipment, furniture and motor vehicles. When significant parts of equipment, furniture and motor vehicles are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the equipment, furniture and motor vehicles as a replacement if the recognition criteria are satisfied. All other repairs and maintenance costs are recognised in profit or loss as incurred.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Equipment	2-10 years
Furniture and fixtures	3-10 years
Motor vehicles	4 years



**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION  
(continued)**

**2.6 Material accounting policy information (continued)**

**Equipment, furniture and motor vehicles (continued)**

An item of equipment, furniture and motor vehicles and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss when the asset is derecognised.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year and adjusted prospectively, if appropriate.

**Capital work-in-progress**

Expenditure incurred on the construction of new facilities prior to the commencement of their commercial use is capitalised as capital work-in-progress. Capital work-in-progress is transferred to equipment, furniture and motor vehicles or to investment properties at the time of commencement of commercial use.

Capital work-in-progress is not depreciated until it is transferred and put to commercial use, and is reviewed annually for any indication of impairment.

**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 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 CGU's fair value less costs of disposal and its value in use. Recoverable amount 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. When 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 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 of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

**Investment properties**

Investment properties comprise completed property held to earn rentals or for capital appreciation or both. Property held under a finance lease is classified as an investment property when the definition of an investment property is met.

Investment properties are measured initially at cost, including transaction costs.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION  
(continued)**

**2.6 Material accounting policy information (continued)**

**Investment properties (continued)**

Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the period in which they arise. Fair values are determined based on an annual evaluation performed by accredited external independent valuers applying a valuation model.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment properties the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Transfers are made to (or from) investment properties only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under equipment, furniture and motor vehicles up to the date of change in use.

**Investment in joint ventures**

The Group holds an interest in a joint venture, Lama real estate W.L.L.

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

The financial statements of the joint venture are prepared for the same reporting period as the Group. Also the accounting policies of the joint venture are aligned with those of the Group. Therefore, no adjustments are made when measuring and recognising the Group's share of the profit or loss of the investee after the date of acquisition.

The considerations made in determining joint control are similar to those necessary to determine control over subsidiaries.

The Group's investment in a joint venture is accounted for using the equity method.

Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The consolidated statement of comprehensive income reflects the Group's share of the results of operations of the joint venture. Any change in OCI of the investee is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION  
(continued)**

**2.6 Material accounting policy information (continued)**

**Investment in joint ventures (continued)**

The aggregate of the Group's share of profit or loss of a joint venture is shown on the face of the consolidated statement of comprehensive income outside operating profit.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in a joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in a joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value, then recognises the loss as 'Share of loss of joint venture' in the consolidated statement of comprehensive income.

Upon loss of joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the joint venture upon loss of joint control and the fair value of the retained investment and proceeds from disposal is recognised in consolidated statement of comprehensive income.

**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.

***j) Financial assets***

The Group's financial assets consist of bank balances, term deposits and cash and certain trade and other receivables.

**Initial recognition and measurement**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 *Revenue from contracts with customers*.

In order for a financial asset to be classified and measured at amortised cost or FVOCI, it needs to give rise to cash flows that are 'solely payments of principal and interest ("SPPI")' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION  
(continued)**

**2.6 Material accounting policy information (continued)**

**Financial instruments (continued)**

***i) Financial assets (continued)***

**Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments) ;
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments);
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); and
- Financial assets at FVTPL.

**Financial assets at amortised cost (debt instruments)**

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Currently, the Group recognises all of its financial assets at amortised cost.

*Trade and other receivables*

Trade and other receivables are recognised at the contractually agreed rates less any discounts or adjustments. Where the time value of money is material, receivables are discounted and carried at amortised cost. Allowance for impairment is made when there is objective evidence that the Group will not be able to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote. Refer to the policy for impairment of financial assets.

*Bank balances, term deposits and cash*

Bank balances, term deposits and cash in the consolidated statement of financial position comprise cash at banks and on hand and term deposits.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits with original maturity of three months or less, net of outstanding bank overdrafts and restricted bank accounts, if any.

**Impairment of financial assets**

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking macro-economic factors and other factors specific to the debtors.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION  
(continued)**

**2.6 Material accounting policy information (continued)**

**Financial instruments (continued)**

***i) Financial assets (continued)***

**Impairment of financial assets (continued)**

The Group considers a financial asset in default when contractual payments of 90 days are past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows due to settlements.

**Derecognition**

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.

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 risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. 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 asset is 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.

***ii) Financial liabilities***

The Group's financial liabilities consist of certain items of trade and other payables, unclaimed dividends, lease liability and term loans.

**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, at amortised cost or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of financial liabilities not at FVTPL, net of directly attributable transaction costs.

**Subsequent measurement**

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss;
- Financial liabilities at amortised cost.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION  
(continued)**

**2.6 Material accounting policy information (continued)**

**Financial instruments (continued)**

***ii) Financial liabilities (continued)***

**Financial liabilities at amortised cost**

Currently, the Group recognises all of its financial liabilities at amortised cost. This is the category most relevant to the Group. After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process. 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 as finance costs in profit or loss, if any.

**Derecognition of financial liabilities**

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 the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

***iii) Offsetting of financial instruments***

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if:

- there is a currently enforceable legal right to offset the recognised amounts; and
- there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

**Cash dividend**

The Company recognises a liability to pay a dividend when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the Bahrain Commercial Companies Law, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

**Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**Group as a lessee**

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

***i) Right-of-use assets***

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION  
(continued)**

**2.6 Material accounting policy information (continued)**

**Group as a lessee (continued)**

***i) Right-of-use assets (continued)***

The Group recognises its right-of-use asset in the carrying value of its investment properties.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment.

**Short-term leases and leases of low-value assets**

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of low value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

***ii) Lease liabilities***

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

**Group as a lessor**

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in profit or loss due to its operating nature. 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.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION  
(continued)**

**2.6 Material accounting policy information (continued)**

**Employees' end of service benefits**

*Bahraini employees*

The Group makes contributions to the Social Insurance Organization scheme for its Bahraini employees calculated as a percentage of the employees' salaries. The Group's obligations are limited to these contributions, which are expensed when due.

*Non-Bahraini employees*

The Group also provides for end of service benefits to its non-Bahraini employees. The entitlement to these benefits is based upon the employees' final salaries and length of service. The employee is entitled to receive the end of service benefits when the employment relationship is terminated.

**Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, 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. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, 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 profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**Treasury shares**

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in the share premium.

**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 by the Group.

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.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.



**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION  
(continued)**

**2.6 Material accounting policy information (continued)**

**Fair value measurement (continued)**

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

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

External valuers are involved for valuation of significant assets, such as investment properties. Involvement of external valuers is decided upon annually by management. The selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Management decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

Management, in conjunction with the Group's external valuers, also compares the changes in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

**Foreign currencies**

Transactions in foreign currencies are initially recorded at the functional currency spot rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchange at the reporting date. All differences are taken to profit or loss.

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 and exchange differences are recorded alongside fair value movement in profit or loss or other comprehensive income, depending on the accounting policy for accounting of fair value movement of the related non-monetary item.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION  
(continued)**

**2.6 Material accounting policy information (continued)**

**Revenue recognition**

Revenue is recognised to the extent that 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 the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty, if any. The Group has concluded that it is acting as the principal in all of its revenue arrangements as it has pricing latitude and is also exposed to credit risk. The specific recognition criteria described below must also be met before revenue is recognised.

*Rental income*

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

Incentives for lessees to enter into lease agreements are spread evenly over the lease term, even if the payments are not made on such basis. The lease term is the non-cancellable period of the lease together with any further term for which the tenant has the option to continue the lease, where, at the inception of the lease, it is reasonably certain that the tenant will exercise that option.

Amounts received from tenants to terminate leases or to compensate for dilapidations are recognised in profit or loss when they arise.

*Service charges and expenses recoverable from tenants*

Income arising from expenses recharged to tenants is recognised in the period in which the expense can be contractually recovered. Service charges and other such receipts are included gross of the related costs in revenue, as it is considered that the Group acts as principal in this respect.

*Income from serviced apartments*

Income from serviced apartments represents total room revenue charged to customers and guests during the year plus unbilled guests ledger at the end of the reporting period. Revenue from hotel operations is stated net of rebates and other allowances. These services are sold either separately or bundled together with the sale of food and beverages to a customer. The room revenue from hotel operations is recognised over time, because the customer simultaneously receives and utilises the benefits provided. Revenue from sale of food and beverages is recognised at a point in time, upon delivery of the food and beverages.

*Leisure and recreational revenue*

Revenue from leisure and recreational activities represents the revenue generated by Seef Entertainment, which is generated from amusement parks and theme parks and other amusement and recreation activities. Revenue from such operations is stated net of rebates and other allowances and recognised at a point in time.

*Profit income*

Profit income is recorded using the effective profit rate method, which is based on the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability. Profit income is presented as profit on term deposits in profit or loss.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION  
(continued)**

**2.6 Material accounting policy information (continued)**

**Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

**DMTT and GloBE rules impact**

The OECD Global Anti-Base Erosion Pillar Two Model Rules ('GloBE rules') apply to multinational enterprise ("MNE") groups with total annual consolidated revenue exceeding EUR 750 million in at least two of the four preceding fiscal years.

In line with the requirements of GloBE rules, the Kingdom of Bahrain has issued and enacted Decree Law No. (11) of 2024 ('Bahrain DMTT law') on 1 September 2024 introducing a domestic minimum top-up tax ("DMTT") of up to 15% on the taxable income of the Bahrain resident entities of the Group for fiscal years commencing on or after 1 January 2025.

As per the Group's preliminary assessment, it has concluded that it is not in scope for the Bahrain DMTT law or the GloBE rules as:

- \* it is not an MNE group as it only operates in Bahrain; and
- \* it does not have total annual consolidated revenue exceeding EUR 750 million in at least two of the four preceding fiscal years.

Accordingly, the Group does not expect to be subject to the Bahrain DMTT law and GloBE rules for the next fiscal year.

**3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of the Group's consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**Judgements**

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements.

*Going concern*

The Company's Board of Directors has made an assessment of the Group's ability to continue as a going concern and is satisfied that the Group has the resources to continue the business for the foreseeable future. Furthermore, the Board of Directors is not aware of any material uncertainties that may cast a significant doubt about the Group's ability to continue as a going concern. Therefore, the consolidated financial statements continue to be prepared on a going concern basis.

*Property lease classification – Group as lessor*

The Group has entered into commercial property leases on its investment properties portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

**3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (continued)**

**Estimates and assumptions**

The key assumptions considering the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions as they occur.

*Valuation of investment properties*

The Group carries its investment properties at fair value, with changes in fair value being recognised in profit or loss. The Group engaged independent valuation specialists to assess fair value as at the reporting date for investment properties. For investment properties, different valuation methodologies are applied including income yield capitalisation model and discounted cashflows.

The determination of the fair value of investment properties requires the use of estimates such as future cash flows from assets (such as lettings, tenants' profiles, future revenue streams, capital values of fixtures and fittings, any environmental matters and the overall repair needs and condition of the property) and discount rates applicable to those assets. In addition, development risks (such as construction and letting risks) are also taken into consideration when determining the fair value of investment properties under construction. Future revenue streams comprise contracted rent (passing rent) and estimated rental value ("ERV") after the contract period. In estimating ERV, the potential impact of future lease incentives to be granted to secure new contracts is taken into consideration. All these estimates are based on local market conditions existing at the reporting date.

The key assumptions used to determine the fair value of the investment properties are provided in note 6.

*Useful lives of equipment, furniture and motor vehicles*

The Group's management determines the estimated useful lives of its equipment, furniture and motor vehicles for calculating depreciation. This estimate is determined after considering the expected usage of the asset or physical wear and tear. Management reviews the residual values and useful lives annually and future depreciation charges would be adjusted where the management believes the useful lives differ from previous estimates.

*Allowance for expected credit losses against trade receivables*

The Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking macro-economic factors and other factors specific to the debtors.

*Leases - estimating the incremental borrowing rate*

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

# Seef Properties B.S.C.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

At 31 December 2024

### 4 EQUIPMENT, FURNITURE AND MOTOR VEHICLES

<b>2024</b>	<b>Equipment BD</b>	<b>Furniture and fixtures BD</b>	<b>Motor vehicles BD</b>	<b>Total BD</b>
Cost:				
At 1 January	9,155,743	7,145,515	251,360	16,552,618
Additions	259,812	146,086	-	405,898
Transfers from capital work-in-progress (note 5)	96,355	32,942	-	129,297
<b>At 31 December</b>	<b>9,511,910</b>	<b>7,324,543</b>	<b>251,360</b>	<b>17,087,813</b>
Accumulated depreciation:				
At 1 January	7,135,792	5,377,400	178,016	12,691,208
Depreciation charge for the year (note 4.1)	635,044	377,936	31,464	1,044,444
<b>At 31 December</b>	<b>7,770,836</b>	<b>5,755,336</b>	<b>209,480</b>	<b>13,735,652</b>
Net carrying values: <b>At 31 December 2024</b>	<b>1,741,074</b>	<b>1,569,207</b>	<b>41,880</b>	<b>3,352,161</b>
<b>2023</b>	<b>Equipment BD</b>	<b>Furniture and fixtures BD</b>	<b>Motor vehicles BD</b>	<b>Total BD</b>
Cost:				
At 1 January	8,770,906	6,444,865	183,964	15,399,735
Additions	132,506	371,708	67,396	571,610
Transfers from capital work-in-progress (note 5)	254,249	328,942	-	583,191
Disposals	(1,918)	-	-	(1,918)
At 31 December	9,155,743	7,145,515	251,360	16,552,618
Accumulated depreciation:				
At 1 January	6,498,766	5,053,366	154,576	11,706,708
Depreciation charge for the year (note 4.1)	638,703	324,034	23,440	986,177
Relating to disposals	(1,677)	-	-	(1,677)
At 31 December	7,135,792	5,377,400	178,016	12,691,208
Net carrying values: At 31 December 2023	2,019,951	1,768,115	73,344	3,861,410

4.1 Depreciation charge has been allocated in the consolidated statement of comprehensive income as follows:

	<b>2024 BD</b>	<b>2023 BD</b>
Cost of sales (note 20)	<b>386,047</b>	405,663
Expenses	<b>658,397</b>	580,514
	<b>1,044,444</b>	986,177

# Seef Properties B.S.C.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

At 31 December 2024

### 5 CAPITAL WORK-IN-PROGRESS

	<b>2024</b>	2023
	<b>BD</b>	BD
At 1 January	<b>299,970</b>	997,523
Expenditure incurred during the year	<b>1,403,764</b>	359,714
Transfers to equipment, furniture and motor vehicles (note 4)	<b>(129,297)</b>	(583,191)
Transfers to investment properties (note 6)	-	(474,076)
At 31 December	<b>1,574,437</b>	299,970

### 6 INVESTMENT PROPERTIES

	<b>2024</b>	2023
	<b>BD</b>	BD
At 1 January	<b>139,436,458</b>	139,372,617
Unrealised fair value loss	<b>(665,947)</b>	(665,947)
Transfers from capital work-in-progress (note 5)	-	474,076
Expenditure incurred during the year	-	255,712
At 31 December	<b>138,770,511</b>	139,436,458

The Group's investment properties consist of Seef Mall, Isa Town Mall, Fraser Suites - Seef, Muharraq Seef Mall and other commercial properties in the Kingdom of Bahrain.

Investment properties include a leasehold land with a carrying amount of BD 1,783,816 at 31 December 2024 (2023: BD 1,844,976) on which an investment property, Muharraq Mall building, was constructed and which has a carrying value of BD 17,790,849 at 31 December 2024 (2023: BD 18,395,636).

At 31 December 2024 and at 31 December 2023, the fair values of the properties are based on valuations performed by independent surveyors. The surveyors are industry specialists in valuing these types of investment properties. The valuations undertaken are based on the income yield capitalisation method and discounted cash flow method.

A description of valuation techniques used and key inputs to the valuation of key investment properties are as follows:

<i>Properties</i>	<i>Technique</i>	<i>Significant unobservable inputs</i>	<b>2024</b>	2023
Mall Properties	<i>Income yield</i>	Estimated rental value per annum	<b>BD 8,698,888</b>	BD 10,112,116
		Occupancy rate	<b>85.0% - 95.0%</b>	90.0% - 95.0%
		Equivalent yield	<b>8.0% to 9.0%</b>	8.0% to 9.0%
Fraser Suites - Seef	<i>Discounted cash flow</i>	Estimated rental value per annum*	<b>BD 1,580,085</b>	BD 1,815,989
		Occupancy rate **	<b>65%</b>	72.5%
		Discount rate	<b>10.5%</b>	10.5%
		Exit yield	<b>8.0%</b>	8.0%

\* This is the estimated rental value for the first year with a growth of 9.0% in second and third year and 2.0% thereafter.

\*\* This is the occupancy rate for the first year whereas the second year is 70% after which it stabilises at 75%.

**6 INVESTMENT PROPERTIES (continued)**

The duration of the cash flows and the specific timing of inflows and outflows are determined by events such as rent reviews, lease renewal and related re-letting, redevelopment, or refurbishment. The appropriate duration is typically driven by market behaviour that is a characteristic of the class of property. Periodic cash flow is typically estimated as gross income less vacancy, non-recoverable expenses, collection losses, lease incentives, maintenance costs, agent and commission costs and other operating and management expenses, as applicable. The series of periodic net operating income, along with an estimate of the terminal value anticipated at the end of the projection period, is then discounted.

Significant increases (decreases) in estimated rental value, rent growth per annum and long-term occupancy rates in isolation would result in a significantly higher (lower) fair value of the properties. Significant increases (decreases) in discount rate and yield in isolation would result in a significantly lower (higher) fair value of the properties.

The effect of a reasonably possible 1% change in annual rental income would result in a change in fair value of investment properties amounting to BD 1,297,779 (2023: BD 1,291,884). Similarly, the effect of a reasonably possible change in the yield of 0.25% could impact the fair value of the investment properties by BD 4,227,609 (2023: BD 4,402,799).

The fair value of the Group's investment properties is categorised into level 3 of the fair value hierarchy. There were no transfers between the different levels of fair value hierarchy during the current and prior year.

**7 INVESTMENT IN A JOINT VENTURE**

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
At 1 January	6,947,176	7,643,997
Additional investment during the year	1,500,000	-
Share of profit / (loss) for the year	28,030	(666,821)
Adjustments	-	(30,000)
At 31 December	<b>8,475,206</b>	<b>6,947,176</b>

The summarised financial information of the joint venture, based on its financial statements is set out below:

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
<i>Joint venture's summarised statement of financial position:</i>		
Current assets	1,281,653	1,796,948
Non-current assets	45,755,122	44,898,679
Current liabilities	(2,918,710)	(3,164,081)
Non-current liabilities	(26,347,154)	(28,816,695)
<b>Equity</b>	<b>17,770,911</b>	<b>14,714,851</b>
	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
<b>Proportion of the Group's ownership</b>	<b>50%</b>	<b>50%</b>
Group's ownership in equity	8,885,456	7,357,426
Adjustments	(410,250)	(410,250)
Carrying amount of investment	<b>8,475,206</b>	<b>6,947,176</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

At 31 December 2024

**7 INVESTMENT IN A JOINT VENTURE (continued)**

	<b>2024</b>	2023
	<b>BD</b>	BD
<i>Joint venture's summarised statement of profit or loss:</i>		
Revenue	<b>5,342,790</b>	2,939,599
Expenses	<b>(5,286,731)</b>	(4,273,241)
<b>Profit / (loss) for the year</b>	<b>56,059</b>	(1,333,642)
<b>Group's share of profit / (loss) for the year</b>	<b>28,030</b>	(666,821)

The joint venture had no material contingent liabilities at 31 December 2024 and at 31 December 2023. The joint venture cannot distribute its profits until it obtains consent from both venture partners. The Group's share of joint venture's capital commitments at the reporting date is disclosed in note 26.

**8 TRADE AND OTHER RECEIVABLES**

	<b>2024</b>	2023
	<b>BD</b>	BD
Rent and service charges receivable	<b>3,648,746</b>	4,921,422
Less: allowance for expected credit losses	<b>(1,630,576)</b>	(2,211,693)
	<b>2,018,170</b>	2,709,729
Due from related parties (note 29)	<b>940,093</b>	368,329
Advances to suppliers	<b>227,737</b>	197,194
Other receivables	<b>602,624</b>	832,473
Prepayments	<b>317,681</b>	266,525
	<b>4,106,305</b>	4,374,250

Rent and service charges receivable are non-interest bearing and tenants are required to pay the billed amounts immediately.

For terms and conditions relating to amounts due from related parties, refer to note 29.

The movement in the allowance for expected credit losses is as follows:

	<b>2024</b>	2023
	<b>BD</b>	BD
At 1 January	<b>2,211,693</b>	1,924,854
Write-offs during the year	<b>(786,334)</b>	-
Charge for the year	<b>205,217</b>	286,839
At 31 December	<b>1,630,576</b>	2,211,693

During 2024, the Group's Board of Directors resolved to write-off long outstanding receivables amounting to BD 786,334 (2023: nil). These receivables were subject to collections as per legal judgments; however, the Group could not collect any of these amounts.



# Seef Properties B.S.C.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

At 31 December 2024

### 8 TRADE AND OTHER RECEIVABLES (continued)

	<i>Past due</i>					
		0-30	31-90	91-180	180 to 360	over 360
	<i>Total</i>	<i>days</i>	<i>days</i>	<i>days</i>	<i>days</i>	<i>days</i>
	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>
<b>31 December 2024</b>						
<b>Gross carrying amount</b>	<b>3,648,746</b>	<b>375,747</b>	<b>344,790</b>	<b>629,407</b>	<b>709,775</b>	<b>1,589,027</b>
<b>Loss allowance</b>	<b>(1,630,576)</b>	<b>(5,121)</b>	<b>(17,240)</b>	<b>(69,235)</b>	<b>(298,104)</b>	<b>(1,240,876)</b>
<b>Loss %</b>	<b>45%</b>	<b>1%</b>	<b>5%</b>	<b>11%</b>	<b>42%</b>	<b>78%</b>
<b>31 December 2023</b>						
<b>Gross carrying amounts</b>	<b>4,921,422</b>	<b>1,160,754</b>	<b>530,769</b>	<b>642,057</b>	<b>568,395</b>	<b>2,019,447</b>
<b>Loss allowance</b>	<b>(2,211,693)</b>	<b>(16,549)</b>	<b>(26,538)</b>	<b>(70,626)</b>	<b>(238,726)</b>	<b>(1,859,253)</b>
<b>Loss %</b>	<b>45%</b>	<b>1%</b>	<b>5%</b>	<b>11%</b>	<b>42%</b>	<b>92%</b>

### 9 BANK BALANCES, TERM DEPOSITS AND CASH

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
Cash on hand	<b>10,429</b>	11,238
Bank balances (note 9.1)	<b>3,784,612</b>	2,230,407
Term deposits (note 9.2)	<b>17,064,000</b>	21,833,574
Bank balances, term deposits and cash as per consolidated statement of financial position	<b>20,859,041</b>	24,075,219
Term deposits with an original maturity of more than 90 days	<b>(17,064,000)</b>	(16,660,000)
Cash and cash equivalents as per consolidated statement of cash flows	<b>3,795,041</b>	7,415,219

**9.1** Bank balances are held with commercial banks in the Kingdom of Bahrain. Profit rates on bank balances during 2024 ranged from 0.15% to 2.1% per annum (2023: 0.15% to 2.1% per annum).

**9.2** Profit rates on term deposits during 2024 ranged from 3.50% to 6.30% per annum (2023: 4.00% to 6.30% per annum).

### 10 SHARE CAPITAL

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
Authorised:		
1,000,000,000 shares of BD 0.100 each	<b>100,000,000</b>	100,000,000
Issued, subscribed and fully paid-up:		
460,000,000 shares of BD 0.100 each	<b>46,000,000</b>	46,000,000

At 31 December 2024

### 11 TREASURY SHARES

During the year, the Company reacquired 5,781,980 shares of its own equity shares for a consideration of BD 699,092 (2023: nil).

### 12 STATUTORY RESERVE

The Bahrain Commercial Companies Law and the Company's articles of association require 10% of the profit for the year to be transferred to a statutory reserve. The Company may resolve to discontinue such annual transfers when the reserve totals 50% of the paid-up share capital. The reserve is not distributable except in such circumstances as stipulated in the Bahrain Commercial Companies Law. During the year, no transfer was made as the statutory reserve totals 50% of the paid up share capital (2023: same).

### 13 FURNITURE AND FIXTURES REPLACEMENT RESERVE

In accordance with the management agreement entered into between the Company and Fraser Serviced Residences Pte Ltd., a company incorporated in UK and involved in the operation of hotels, apartments and tourist restaurants, an amount equivalent to 3% of the total revenue for the year of Fraser Suites Seef - Bahrain W.L.L. ("Fraser Suites Seef"), is to be set aside as furniture and fixtures replacement reserve which is to be utilised for the purchase and replacement of Fraser Suites Seef's furniture and fixtures, that is when the amount utilised is released back to retained earnings. During the year, amount of BD 48,562 was transferred to the furniture and fixture replacement reserve (2023: BD 51,777).

### 14 DIVIDENDS DECLARED

At the Annual General Meeting held on 21 March 2024, the Company's shareholders declared and paid dividends of BD 0.009 per share totaling BD 4,140,000 relating to the year 2023. Dividend paid during 2024 amounting to BD 21,631 relates to years before (refer note 18).

At the Annual General Meeting held on 28 March 2023, the Company's shareholders approved to pay a final dividend of BD 0.008 per share totaling BD 3,680,000 relating to 2022. Dividend paid during 2023 amounting to BD 29,520 relates to years before (refer note 18).

### 15 TERM LOANS

During prior years, the Group's subsidiary, Muharraq Mall Co. W.L.L., obtained a term loan from a commercial bank in the Kingdom of Bahrain amounting to BD 6.3 million to finance the development of Muharraq Seef Mall. The term loan was originally repayable in 40 quarterly instalments commencing from December 2018. However during 2020 and 2021, the repayment of the loan was extended to a new maturity date of September 2030. The term loan, based on the latest amendment, carries interest at the rate of 2.95% per annum plus 3 months SOFR rate. The interest rate on the loan at 31 December 2024 was 7.9% per annum (2023: 7.9% per annum). The loan is secured against the joint and several guarantees issued by all the shareholders of Muharraq Mall Co. W.L.L. in favour of the bank. The outstanding balance of the term loan at 31 December 2024 was BD 4,846,753 (2023: BD 5,238,046). Muharraq Mall Co. W.L.L. did not pay the instalments due on 30 June 2024 and 30 September 2024.

The term loan is subject to covenants that Muharraq Mall Co. W.L.L. must comply with. At 31 December 2024, all the covenants were complied with except for the following covenants:

a) *Facility Service Coverage Ratio [FSCR = EBITDA / (variable + fixed rents)] shall not be less than 1.25x at all times during the tenor of the facility for the lessee, this ratio shall be tested annually based on the audited financial statements of Muharraq Mall Co. W.L.L. At 31 December 2024, the EBITDA amount of Muharraq Mall Co. W.L.L. was BD 92,182 and the total of variable and fixed rent for 2025 was BD 947,761 resulting in FSCR of 0.1x.*

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

At 31 December 2024

**15 TERM LOANS (continued)**

*b) In case any instalment (variable+ fixed rents) payment is past due for more than 30 days, the borrower and/or guarantors will provide mortgage on security acceptable to the bank. At 31 December 2024, Muharraq Mall Co. W.L.L. had two past due instalments, but no mortgage on security was provided by the Company.*

Despite the non-compliance with the loan covenants as of 31 December 2024, the loan has not been classified as current. This is because of obtaining a waiver for non-compliance with loan covenants from the bank, dated 31 December 2024 which allows Muharraq Mall Co. W.L.L. to maintain the loan under its original terms.

During prior years, the Group's subsidiary, Seef Entertainment W.L.L., obtained a loan facility from a commercial bank in the Kingdom of Bahrain amounting to BD 4 million to finance the project of a family entertainment centre in Liwan, Al Hamala. Principal and interest are payable quarterly starting from 27 October 2022 till 26 October 2031. The loan carries interest at the rate of 4.90% per annum subject to rate revision of +/- change in 3 months BHIBOR with a floor rate of 4.75%. The interest rate on the loan at 31 December 2024 was 7.50% per annum (2023: 7.50% per annum). The loan is secured against a guarantee issued by the Company in favour of the bank. The outstanding balance of the term loan at 31 December 2024 was BD 694,505 (2023: BD 2,590,591).

At 31 December 2024, Seef Entertainment W.L.L. complied with all covenants.

The movement in the term loans is as follows:

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
At 1 January	<b>7,828,637</b>	9,956,655
Repayments during the year	<b>(2,287,379)</b>	(2,128,018)
At 31 December	<b>5,541,258</b>	7,828,637

The current and non-current portions of the term loans are as follows:

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
Current	<b>1,557,309</b>	1,014,529
Non-current	<b>3,983,949</b>	6,814,108
	<b>5,541,258</b>	7,828,637

**16 LEASE LIABILITY**

The movement of the lease liability is as follows:

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
At 1 January	<b>2,465,628</b>	2,478,763
Lease payments during the year	<b>(250,000)</b>	(250,000)
Finance costs for the year (note 25)	<b>235,538</b>	236,865
At 31 December	<b>2,451,166</b>	2,465,628

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

At 31 December 2024

**16 LEASE LIABILITY (continued)**

The current and non-current portions of the lease liability are as follows:

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
Current	<b>15,923</b>	14,462
Non-current	<b>2,435,243</b>	2,451,166
	<b>2,451,166</b>	2,465,628

**17 EMPLOYEES' END OF SERVICE BENEFITS**

The movement in the end of service benefits applicable to non-Bahraini employees is as follows:

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
At 1 January	<b>255,691</b>	192,656
Charge for the year	<b>59,480</b>	65,205
Paid during the year to the employees	<b>(19,019)</b>	(2,170)
Paid during the year to the Social Insurance Organization	<b>(27,607)</b>	-
At 31 December	<b>268,545</b>	255,691

Effective 1 March 2024, pursuant to an Edict number 109 of 2023 issued by His Royal Highness the Prime Minister of the Kingdom of Bahrain, the private sector employers are required to pay monthly end-of-service contributions to the Social Insurance Organization using fixed percentages of salaries.

**18 UNCLAIMED DIVIDENDS**

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
At 1 January	<b>686,944</b>	716,464
Dividends declared (note 14)	<b>4,140,000</b>	3,680,000
Dividends paid (note 14)	<b>(4,161,631)</b>	(3,709,520)
At 31 December	<b>665,313</b>	686,944

**19 TRADE AND OTHER PAYABLES**

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
Accrued expenses	<b>1,456,346</b>	1,448,607
Deposits payable	<b>659,775</b>	738,603
Trade payables	<b>252,448</b>	330,606
Deferred income	<b>250,538</b>	210,717
Other payables	<b>415,174</b>	379,466
Retentions payable	<b>22,124</b>	108,502
	<b>3,056,405</b>	3,216,501

Trade and other payables are non-interest bearing and are normally settled on 30 - 60 day terms.

# Seef Properties B.S.C.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

At 31 December 2024

### 20 COST OF SALES

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
Utilities	886,804	799,367
Staff costs (note 21)	815,641	817,490
Maintenance	594,005	554,984
Cleaning	510,480	501,841
Depreciation (note 4.1)	386,047	405,663
Direct costs incurred on leisure and recreational facilities	385,682	336,033
Agency commission	93,148	84,149
Room related expenses	82,099	87,657
Insurance	65,416	65,841
Miscellaneous	76,018	72,100
	<b>3,895,340</b>	<b>3,725,125</b>

### 21 STAFF COSTS

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
Basic salaries	2,011,265	1,779,333
Allowances	344,230	364,367
Bonuses	390,073	298,403
Social insurance	242,042	220,931
Medical insurance	127,972	118,965
End of service benefits (note 17)	59,480	65,205
Others	232,994	242,460
	<b>3,408,056</b>	<b>3,089,664</b>

Staff costs have been allocated in the consolidated statement of comprehensive income as follows:

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
General and administrative expenses (note 23)	2,592,415	2,272,174
Cost of sales (note 20)	815,641	817,490
	<b>3,408,056</b>	<b>3,089,664</b>

### 22 OTHER OPERATING INCOME

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
Kiosk, antenna, ATM and GSM income	545,388	453,039
Property management fees	516,119	498,137
Advertising and promotional income	165,202	238,613
Miscellaneous income	154,036	208,957
	<b>1,380,745</b>	<b>1,398,746</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

At 31 December 2024

**23 GENERAL AND ADMINISTRATIVE EXPENSES**

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
Staff costs (note 21)	<b>2,592,415</b>	2,272,174
Legal and professional fees	<b>578,983</b>	555,893
Marketing and advertisement expenses	<b>338,405</b>	543,570
Office expenses	<b>190,798</b>	173,124
Security and other labour expenses	<b>152,399</b>	134,718
Maintenance expenses	<b>134,519</b>	119,838
Board sitting fees (note 29)	<b>50,400</b>	48,800
Incentive fees	<b>36,161</b>	52,544
Management fees	<b>15,534</b>	17,259
Miscellaneous	<b>199,694</b>	158,078
	<b>4,289,308</b>	4,075,998

**24 OTHER EXPENSES**

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
Directors' remuneration (note 29)	<b>257,000</b>	255,000
Donations and charitable contributions	-	170,000
	<b>257,000</b>	425,000

**25 FINANCE COSTS**

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
Finance costs on term loans	<b>581,446</b>	712,412
Finance costs on lease liability (note 16)	<b>235,538</b>	236,865
	<b>816,984</b>	949,277

**26 EARNINGS PER SHARE**

	<b>2024</b>	<b>2023</b>
Profit for the year attributable to equity holders of the parent (BD)	<b>5,606,861</b>	6,440,050
Weighted average number of shares outstanding during the year	<b>458,526,274</b>	460,000,000
Basic and diluted earnings per share (fils)	<b>12</b>	14

No separate figure for diluted earnings per share has been presented as the Company has not issued any financial instruments which may have a dilutive effect.

# Seef Properties B.S.C.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

At 31 December 2024

### 27 COMMITMENTS AND CONTINGENCIES

#### a) *Capital commitments*

The Group has capital expenditure and investment commitments outstanding at the reporting date but not yet provided for in respect of the following:

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
Fraser Suites Seef Bahrain	<b>1,122,908</b>	-
Seef Properties B.S.C.	<b>1,498,917</b>	400,817
Lama Real Estate W.L.L.	<b>1,708,114</b>	802,648
Seef Entertainment W.L.L.	<b>133,073</b>	61,177
Muharraq Mall Company W.L.L.	<b>1,070</b>	11,164
	<b>4,464,082</b>	1,275,806

#### b) *Other commitments*

Muharraq Mall Co. W.L.L. is contracted with Al Muharraq club (the "Lessor") to pay a royalty charge of 2.75% (2023: 2.75%) of its gross rental income, subject to positive cash flow which is defined as the excess of total rental income over the total cost of operating the mall, commencing from the year 2022 until the end of the lease term in 2054. During the year no such payment was made as Muharraq Mall Co. W.L.L. incurred a negative cash flow as defined in the agreement (2023: same).

#### c) *Legal cases*

In the ordinary course of business, the Group is subject to legal claims. The Group, based on legal advice obtained, has not provided for any of its legal cases as the likelihood of any contingent liability towards the Group is remote.

#### d) *Guarantees*

The Company has signed a corporate guarantee towards the term loan obtained by Seef Entertainment W.L.L. from a commercial bank. In addition, the Company, along with the other shareholders, have jointly signed several corporate guarantees towards the term loan obtained by Muharraq Mall Co. W.L.L. from a commercial bank. Refer to note 15.

### 28 SEGMENT INFORMATION

For management purposes, the Group is organised into four main business segments:

Malls and properties	-	Management of real estate including malls
Serviced apartments	-	Management of apartments
Leisure and entertainment	-	Operating leisure and recreational games facilities
Other	-	All activities other than property management and leisure activities

The operations of malls and properties include the management of Seef Mall, Isa Town Mall, Muharraq Seef Mall and other properties in areas such as Hamad Town, Isa Town, Saar and Um-Al Hassam. It also includes the management fees from property management service agreements.

Serviced apartments represent Fraser Suites Seef - Bahrain, which generates income from the leasing of furnished serviced apartments and tourist restaurants.

The Group owns and operates leisure and recreational games facilities in different commercial malls in the Kingdom of Bahrain under its brand names Magic Island, Jumpoline, Yabeela and Hawa.

**28 SEGMENT INFORMATION (continued)**

In addition, the Group also earns other income from profit on term deposits which is included in "Others".

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss.

All of the sales and profit of the Group are earned in the Kingdom of Bahrain.



# Seef Properties B.S.C.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

At 31 December 2024

### 28 SEGMENT INFORMATION (continued)

	<i>Malls and properties</i>		<i>Serviced apartments</i>		<i>Leisure and entertainment</i>		<i>Others</i>		<i>Elimination</i>		<i>Consolidated</i>	
	<i>2024</i>	<i>2023</i>	<i>2024</i>	<i>2023</i>	<i>2024</i>	<i>2023</i>	<i>2024</i>	<i>2023</i>	<i>2024</i>	<i>2023</i>	<i>2024</i>	<i>2023</i>
	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>	<i>BD</i>
Income from external operations	<b>9,257,363</b>	10,525,727	<b>1,618,720</b>	1,725,899	<b>3,004,148</b>	3,140,144	-	-	<b>(281,616)</b>	(281,616)	<b>13,598,615</b>	15,110,154
Less: cost of sales	<b>1,639,280</b>	1,492,714	<b>544,043</b>	549,896	<b>1,996,133</b>	1,966,631	-	-	<b>(284,116)</b>	(284,116)	<b>3,895,340</b>	3,725,125
<b>Gross profit</b>	<b>7,618,083</b>	9,033,013	<b>1,074,677</b>	1,176,003	<b>1,008,015</b>	1,173,513	-	-	<b>2,500</b>	2,500	<b>9,703,275</b>	11,385,029
Other operating income	<b>1,470,586</b>	1,523,831	-	-	-	-	-	-	<b>(89,841)</b>	(125,085)	<b>1,380,745</b>	1,398,746
Profit on term deposits	-	-	-	-	-	-	<b>1,233,787</b>	1,166,929	-	-	<b>1,233,787</b>	1,166,929
	<b>9,088,669</b>	10,556,844	<b>1,074,677</b>	1,176,003	<b>1,008,015</b>	1,173,513	<b>1,233,787</b>	1,166,929	<b>(87,341)</b>	(122,585)	<b>12,317,807</b>	13,950,704
<b>Expenses</b>												
General and administrative expenses	<b>3,785,669</b>	3,581,284	<b>358,095</b>	375,993	<b>232,885</b>	211,306	-	-	<b>(87,341)</b>	(92,585)	<b>4,289,308</b>	4,075,998
Depreciation	<b>256,580</b>	139,758	<b>51,601</b>	76,499	<b>350,216</b>	364,257	-	-	-	-	<b>658,397</b>	580,514
Other expenses	<b>257,000</b>	425,000	-	-	-	-	-	-	-	-	<b>257,000</b>	425,000
Charge for / (reversal of) expected credit losses	<b>211,227</b>	272,194	<b>(6,010)</b>	8,486	-	6,159	-	-	-	-	<b>205,217</b>	286,839
Finance costs	<b>632,734</b>	704,859	-	-	<b>184,250</b>	244,418	-	-	-	-	<b>816,984</b>	949,277
	<b>5,143,210</b>	5,123,095	<b>403,686</b>	460,978	<b>767,351</b>	826,140	-	-	<b>(87,341)</b>	(92,585)	<b>6,226,906</b>	6,317,628
<b>Profit before fair value changes of investment properties and share of profit / loss from investment in a joint venture</b>	<b>3,945,459</b>	5,433,749	<b>670,991</b>	715,025	<b>240,664</b>	347,373	<b>1,233,787</b>	1,166,929	-	(30,000)	<b>6,090,901</b>	7,633,076
Unrealised fair value loss on investment properties	<b>(665,947)</b>	(665,947)	-	-	-	-	-	-	-	-	<b>(665,947)</b>	(665,947)
Share of profit / loss from investment in a joint venture	<b>28,030</b>	(666,821)	-	-	-	-	-	-	-	-	<b>28,030</b>	(666,821)
<b>Segment profit for the year</b>	<b>3,307,542</b>	4,100,981	<b>670,991</b>	715,025	<b>240,664</b>	347,373	<b>1,233,787</b>	1,166,929	-	(30,000)	<b>5,452,984</b>	6,300,308
	<b>2024</b>	<i>2023</i>	<b>2024</b>	<i>2023</i>	<b>2024</b>	<i>2023</i>	<b>2024</b>	<i>2023</i>	<b>2024</b>	<i>2023</i>	<b>2024</b>	<i>2023</i>
	<b>BD</b>	<i>BD</i>	<b>BD</b>	<i>BD</i>	<b>BD</b>	<i>BD</i>	<b>BD</b>	<i>BD</i>	<b>BD</b>	<i>BD</i>	<b>BD</b>	<i>BD</i>
Total assets	<b>164,067,530</b>	164,583,045	<b>11,993,894</b>	11,130,919	<b>3,254,075</b>	4,933,258	<b>17,064,000</b>	21,833,574	<b>(2,177,838)</b>	(1,652,739)	<b>177,137,661</b>	178,994,483
Total liabilities	<b>11,169,883</b>	11,329,012	<b>2,052,448</b>	1,795,151	<b>938,194</b>	2,981,977	-	-	<b>(2,177,838)</b>	(1,652,739)	<b>11,982,687</b>	14,453,401
Capital expenditure*	<b>1,748,315</b>	906,147	<b>17,338</b>	32,861	<b>44,009</b>	248,028	-	-	-	-	<b>1,809,662</b>	1,187,036

\*Capital expenditure consists of additions of equipment, furniture and motor vehicles, capital work-in-progress and investment properties.

# Seef Properties B.S.C.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 29 RELATED PARTY TRANSACTIONS

Related parties represent major shareholders (i.e. those who have control or significant influence over the Company), key management personnel of the Company and entities controlled, jointly controlled or significantly influenced by the Group and such parties. Pricing policies and terms of these transactions are approved by the Board of Directors.

Key management personnel are directors and individuals who have the authority and responsibility for planning, directing, and controlling the activities of the Group directly or indirectly.

Balances with related parties included in the consolidated statement of financial position are as follows:

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
<b>Assets</b>		
Bank balances, term deposits and cash / Al Salam Bank B.S.C. ("ASB")	<b>5,058,472</b>	-
Bank balances, term deposits and cash / ASB (formerly Kuwait Finance House (Bahrain) B.S.C. (c))	<b>301,248</b>	14,314
Trade and other receivables / Lama Real Estate W.L.L.	<b>668,372</b>	348,085
Trade and other receivables / ASB	<b>243,333</b>	-
Trade and other receivables / Fraser Suites Al Liwan-Bahrain W.L.L.	<b>21,376</b>	19,981
Trade and other receivables / Social Insurance Organization	<b>7,012</b>	263
	<b>75,424</b>	67,541
<b>Liabilities</b>		
Term loan - non-current portion / ASB (formerly Kuwait Finance House (Bahrain) B.S.C. (c))	<b>325,218</b>	2,344,505
Term loan - current portion / ASB (formerly Kuwait Finance House (Bahrain) B.S.C. (c))	<b>369,287</b>	246,086
Trade and other payables / ASB (formerly Kuwait Finance House (Bahrain) B.S.C. (c))	<b>30,772</b>	34,002
	<b>75,424</b>	67,541
<b>Key management personnel</b>		
End of service benefits	<b>75,424</b>	67,541

Outstanding balances at 31 December have risen in the normal course of business. Except for the balance of term loan, outstanding balances are interest free and unsecured. The Group only creates an allowance for impairment for related party balances where it is virtually certain the debt will not be recovered. For the years ended 31 December 2024 and 31 December 2023, the Group has not recorded any impairment of amounts owed by related parties.

Transactions with related parties included in the consolidated statement of comprehensive income are as follows:

	<b>2024</b>	<b>2023</b>
	<b>BD</b>	<b>BD</b>
<b>Revenue</b>		
Property rental income and service charges / Social Insurance Organization	<b>22,640</b>	22,640
Other operating income / Lama Real Estate W.L.L.	<b>240,119</b>	222,137
Profit on term deposits / ASB	<b>387,521</b>	20,167
	<b>650,280</b>	464,944
<b>Expenses</b>		
Finance costs / ASB	<b>184,250</b>	244,418
Cost of sales / Lama Real Estate W.L.L.	<b>247,428</b>	212,076

**29 RELATED PARTY TRANSACTIONS (continued)**

	<b>2024</b>	2023
	<b>BD</b>	BD
<b>Key management personnel</b>		
Directors' remuneration (note 24)	<b>257,000</b>	255,000
Board sitting fees (note 23)	<b>50,400</b>	48,800
Management short-term benefits	<b>546,288</b>	436,347
Management end of service benefits	<b>16,868</b>	23,039
	<b>870,556</b>	763,186

**30 RISK MANAGEMENT OBJECTIVES AND POLICIES****Introduction**

The Group manages risk through a process of ongoing identification and monitoring of the risks it faces. The Group is exposed primarily to operational risk, real estate risk, interest rate risk, currency risk, credit risk and liquidity risk.

*Board of Directors*

The Board of Directors is responsible for the overall risk management approach and for approving the risk strategies and principles.

*Executive committee*

The executive committee is responsible for evaluating and approving business and risk strategies, plans and policies of the Company and the Group.

**Operational risk**

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. The Group can not eliminate operational risk completely, but through a control framework and by monitoring and responding to potential risk, the Group is able to manage this risk. Control includes effective segregation of duties, access authorisation, and reconciliation procedures, staff education and assessment processes.

**Real estate risk**

The Group has identified the following risk associated with the real estate portfolio:

A major tenant may become insolvent causing a significant loss of rental income and a reduction in the value of the associated property (also see credit risk below). To reduce this risk, the Group reviews the financial status of all prospective and existing tenants and decides on the appropriate level of security required via rental deposits or guarantees.

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's term loans with floating interest rates. As at 31 December 2024, the Group's term loans amounted to BD 5,541,258 (2023: BD 7,828,637).

The effect on income due to a reasonably possible increase (i.e. + 100 basis points) in market interest rates, with all other variables held constant, is a decrease of BD 55,413 (2023: BD 78,286). The effect of decrease in market interest rates is expected to be equal and opposite to the effect of the increase shown.

The Group is not exposed to interest rate risk on its bank accounts and term deposits as these deposits are placed with reputable banks at pre-determined fixed interest rates.

**30 RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****Currency risk**

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities when revenue or expense are denominated in a different currency from the Group's functional currency.

The majority of the Group's transactions in foreign currency are dominated in the US Dollar. As the Bahraini Dinar is currently pegged to the US Dollar, balances in US Dollar are not considered to represent a significant currency risk.

**Credit risk**

Credit risk is the risk that a 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 from its leasing activities and its investing activities, including deposits with banks. At the reporting date, the Group's maximum exposure to credit risk amounted to BD 24,409,499 (2023: BD 27,974,512) which represent certain trade and other receivables and bank balances and term deposits with reputed banks. An impairment analysis is performed at each reporting date based on the Group's policy for impairment of financial assets to measure expected credit losses. At 31 December 2024, the total ECL allowance against the Group's financial assets amounted to BD 1,630,576 (2023: BD 2,211,693).

Credit risk from rent receivables is managed by requiring tenants to pay monthly rentals in advance. The credit quality of the tenant is assessed based on an extensive credit rating scorecard at the time of entering into a lease agreement. Outstanding tenants' receivables are regularly monitored.

*Concentration of credit risk*

The Group provides its services to a large number of individuals and companies. Its five largest customers account for 21.0% of outstanding trade receivables at 31 December 2024 (2023: 18.5%).

**Liquidity risk**

Liquidity risk is the risk that the Group will be unable to meet its payment obligations when they fall due under normal and stress circumstances. The Group limits its liquidity risk by ensuring that sufficient funds are available. The Group's terms of lease require tenants to pay monthly rentals in advance. Trade and other payables are normally settled on 30 to 60 days terms.

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

<b>2024</b>	<b>Contractual undiscounted</b>			
	<b>Carrying amount BD</b>	<b>cashflows years BD</b>	<b>Within 12 months BD</b>	<b>More than 12 months BD</b>
Lease liability	2,451,166	7,291,667	250,000	7,041,667
Term loans	5,541,258	6,770,314	3,366,845	3,403,469
Unclaimed dividends	665,313	665,313	665,313	-
Trade and other payables	2,623,905	2,623,905	2,623,905	-
	<b>11,281,642</b>	<b>17,351,199</b>	<b>6,906,063</b>	<b>10,445,136</b>

**30 RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****Liquidity risk (continued)**

2023	<i>Contractual undiscounted</i>			
	<i>Carrying amount BD</i>	<i>cashflows years BD</i>	<i>Within 12 months BD</i>	<i>More than 12 months BD</i>
Lease liability	2,465,628	7,541,667	250,000	7,291,667
Term loans	7,828,637	9,743,359	1,225,440	8,517,919
Unclaimed dividends	686,944	686,944	686,944	-
Trade and other payables	2,834,929	2,834,929	2,834,929	-
	<u>13,816,138</u>	<u>20,806,899</u>	<u>4,997,313</u>	<u>15,809,586</u>

**Capital management**

The primary objective of the Group's capital management process is to ensure that the Group maintains a strong liquidity and 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. No changes were made in the objectives, policies or processes during the current and previous years. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. For the purpose of the Group's capital management, equity includes share capital, treasury shares, statutory reserve, furniture and fixtures replacement reserve, retained earnings and equity attributable to non-controlling interest and is measured at 31 December 2024 at BD 165,154,974 (2023: BD 164,541,082).

**31 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS**

The carrying amounts of bank balances, term deposits and cash, trade and other receivables, trade and other payables and unclaimed dividends approximate their fair values at the reporting date, largely due to the short-term maturities of these instruments (2023: same).

The carrying amounts of the long-term financial instruments, term loans and lease liability, also approximate their fair values at the reporting date as these are interest/profit bearing (2023: same).